

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u> ¹ ;)	Case No. 01-01139(JKF)
)	Jointly Administered
Debtors.)	
		Hearing date: March 21, 2005 at 12:00 p.m. Objection Deadline: March 4, 2005 at 4:00 p.m.

NOTICE OF FILING OF QUARTERLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Capstone Corporate Recovery, LLC ("Capstone"), financial advisors to the Official Committee of Unsecured Creditors (the "Advisors") of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the Fourth Quarterly Interim Application of Capstone Corporate Recovery, LLC, Financial Advisors to the Official Committee of Unsecured Creditors, for Allowance of Compensation and for Services Rendered and Reimbursement of Expenses Incurred for the period from October 1, 2004 through

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

December 31, 2004, seeking compensation in the amount of \$224,310.00, reimbursement for actual and actual and necessary expenses in the amount of \$2,919.64.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **March 4, 2005 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755) and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor,

1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947);
(v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins , Sears Tower,
Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire,
The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899
(fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas
Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York,
New York 10022 (fax number 212-715-8000); and (vii) the Office of the United States Trustee,
Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801

(REMAINDER OF PAGE INTENTIONALLY LEFT BLANK)

(fax number 302-573-6497); and (viii) the Fee Auditor, to Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1275, Dallas, TX 75201, Attn: Stephen L. Bossay.

Dated: February 8, 2005
Wilmington, DE

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski
Michael R. Lastowski, Esq. (DE I.D. No. 3892)
DUANE MORRIS LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801
Telephone: (302) 657-4900
Facsimile: (302) 657-4901
E-mail: mlastowski@duanemorris.com

and

Lewis Kruger, Esquire
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, New York 10038-4982
Telephone: (212) 806-5400
Facsimile: (212) 806-6006
E-mail: lkruger@Stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X

In re:

Chapter 11

W.R. GRACE & Co., et al.,

Case No. 01-01139 (JKF)
(Jointly Administered)

Debtor

Objection Deadline: To be Determined
Hearing Date: To be Determined

**FOURTH QUARTERLY INTERIM APPLICATION OF CAPSTONE CORPORATE
RECOVERY, LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM OCTOBER 1, 2004 THROUGH DECEMBER 31, 2004)**

Name of Applicant:

Capstone Corporate Recovery, LLC

Authorized to Provide Professional Services to:

The Official Committee of
Unsecured Creditors

Date of Retention:

June 8, 2004 (nunc pro tunc to
February 4, 2004)

Period for which compensation and
reimbursement is sought:

October 1, 2004 through
December 31, 2004

Amount of Compensation sought
as actual, reasonable and necessary
during the Quarter (100%):

\$224,310.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary during
the Quarter (100%):

\$ 2,919.64

This is an: X interim _____ final application

This is the Fourth Quarterly application filed. Disclosure for all periods is as follows:

**FOURTH QUARTERLY INTERIM APPLICATION OF CAPSTONE CORPORATE
RECOVERY, LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM OCTOBER 1, 2004 THROUGH DECEMBER 31, 2004)**

ATTACHMENT A

Date Filed (on or about)	Period Covered	Fees (100%)	Expenses (100%)	Fees (80% of requested fees)
June 10, 2004	February 4, 2004 through February 29, 2004	\$94,882.00	\$3,932.07	\$75,905.60
June 10, 2004	March 1, 2004 through March 31, 2004	\$136,415.50	\$1,819.00	\$109,132.40
Totals First Quarterly	February 4, 2004 through March 31, 2004	\$231,297.50	\$5,751.07	\$185,038.00
June 12, 2004	April 1, 2004 through April 30, 2004	\$61,925.00	\$678.33	\$49,540.00
July 13, 2004	May 1, 2004 through May 31, 2004	\$32,665.00	\$477.15	\$26,132.00
August 2, 2004	June 1, 2004 through June 30, 2004	\$106,470.50	\$1,119.63	\$85,176.40
Totals Second Quarterly	April 1, 2004 through June 30, 2004	\$201,060.50	\$2,275.11	\$160,848.40
August 31, 2004	July 1, 2004 through July 31, 2004	\$68,533.50	\$667.60	\$54,826.80
September 24, 2004	August 1, 2004 through August 31, 2004	\$99,215.50	\$1,341.49	\$79,372.40
October 28, 2004	September 1, 2004 through September 30, 2004	\$44,918.25	\$658.72	\$35,934.60

Date Filed (on or about)	Period Covered	Fees (100%)	Expenses (100%)	Fees (80% of requested fees)
Totals Third Quarterly	July 1, 2004 through September 30, 2004	\$212,667.25	\$2,667.81	\$170,133.80
December 6, 2004	October 1, 2004 through October 31, 2004	\$57,592.50	229.77	\$46,074.00
December 22, 2004	November 1, 2004 through November 30, 2004	\$84,366.50	\$745.91	\$67,493.20
January 28, 2005	December 1, 2004 Through December 31, 2004	\$82,351.00	\$ 1,943.96	\$65,880.80
Totals Fourth Quarterly	October 1, 2004 through December 31, 2004	\$224,310.00	\$2,919.64	\$179,448.00

**FOURTH QUARTERLY INTERIM APPLICATION OF CAPSTONE CORPORATE
RECOVERY, LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM OCTOBER 1, 2004 THROUGH DECEMBER 31, 2004)**

ATTACHMENT B

1. Summary of Fees by Professional
2. Summary of Fees by Task Code
3. Summary of Fees by Task Code by Professional
4. Detailed Task Descriptions
5. Summary of Expenses

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Summary of Fees by Professional
For the Period 10/1/04 through 12/31/04

Professional	Position	Billing Rate	Hours	Fees
E. Ordway	Member	\$495	69.50	\$34,402.50
S. Cunningham	Member	\$475	159.60	\$75,810.00
C. Troyer	Consultant	\$375	260.10	\$97,537.50
J. Surdoval	Consultant	\$375	4.00	\$1,500.00
J. Vizzini	Consultant	\$335	18.50	\$6,197.50
L. Hamilton	Consultant	\$335	11.50	\$3,852.50
M. Desalvio	Research	\$150	2.00	\$300.00
M. Hakoun	Research	\$150	22.10	\$3,315.00
N. Backer	Paraprofessional	\$75	18.60	\$1,395.00
For the Period 10/1/04 through 12/31/04			565.90	\$224,310.00

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Summary of Fees by Task Code****For the Period 10/01/04 through 10/31/04**

Task Code	Task Description	Hours	Fees
04. Creditor Committee Matters	During the Fee Application period, the Applicant discussed various case issues with members of the Committee and counsel, including the POR, market trading activity, and other case issues.	12.10	\$5,337.50
07. Fee Applications & Invoices	During the Fee Application Period, the Applicant prepared the September fee application and the quarterly fee application. Applicant also corresponded with the fee auditor and FTI regarding the fee audit.	6.70	\$1,126.50
08. Financial Analysis - Schedules & Statements	During the Fee Application Period, the Applicant read and analyzed Q3 2004 financial results information.	4.60	\$1,095.00
11. Financial Analysis - Other	During the Fee Application Period, the Applicant read and analyzed information regarding recovery scenarios, the Honeywell settlement, COLI and NOL impacts, as well as various other issues.	36.80	\$14,414.50
15. Plan & Disclosure Statement	During the Fee Application Period, the Applicant read and analyzed the Debtors' POR proposal and related documents.	77.70	\$32,665.00
26. Meetings with Debtors	During the Fee Application Period, the Applicant participated in calls with the Debtors and their advisors regarding the POR and related issues.	2.50	\$1,087.50
28. Special Case Issues	During the Fee Application period, the Applicant read and analyzed information regarding the ZAI hearing and Zonolite updates.	3.50	\$1,668.50
35. Litigation	During the Fee Application period, the Applicant read documents related to a grand jury investigation.	0.40	\$198.00
For the Period 10/01/04 through 10/31/04		144.30	\$57,592.50

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Summary of Fees by Task Code****For the Period 11/1/04 through 11/30/04**

Task Code	Task Description	Hours	Fees
04. Creditor Committee Matters	During the Fee Application period, the Applicant discussed various case issues with members of the Committee and counsel, including the POR, and other case issues.	16.50	\$6,783.50
05. Employee Matters/KERP/Other	During the Fee Application period, the Applicant prepared a report regarding status of pension plan.	4.00	\$1,500.00
07. Fee Applications & Invoices	During the Fee Application Period, the Applicant prepared the October fee application and the quarterly fee application. Applicant also corresponded with the fee auditor and FTI regarding the fee audit.	12.90	\$2,585.50
08. Financial Analysis - Schedules & Statements	During the Fee Application Period, the Applicant read and analyzed Q3 2004 financial results information and prepared a report to the Committee thereon.	64.50	\$25,963.50
11. Financial Analysis - Other	During the Fee Application Period, the Applicant read and analyzed information regarding restrictions on equity trading, various court filings, interest accrual claim and other case issues.	8.50	\$2,451.00
15. Plan & Disclosure Statement	During the Fee Application Period, the Applicant read and analyzed the Debtors' POR proposal and related documents.	74.70	\$32,276.50
20. Valuation	During the Fee Application period, the Applicant prepared/updated a hypothetical recovery analysis.	24.60	\$9,471.00
21. Research	During the Fee Application period, the Applicant obtained industry data for analysis of case issues.	2.30	\$345.00
26. Meetings with Debtors	During the Fee Application Period, the Applicant participated in calls with the Debtors and their advisors regarding the POR and Q3 results.	2.30	\$862.50
28. Special Case Issues	During the Fee Application period, the Applicant read and analyzed information regarding asbestos proposal and litigation.	4.60	\$1,979.50
35. Litigation	During the Fee Application period, the Applicant reviewed Counsel's memo regarding grand jury update.	0.30	\$148.50
For the Period 11/1/04 through 11/30/04		215.20	\$84,366.50

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Summary of Fees by Task Code****For the Period 12/1/04 through 12/31/04**

Task Code	Task Description	Hours	Fees
01. Asset Acquisitions	During the Fee Application period, the Applicant read and analyzed information on the acquisition of TRI FLEX from Flexida Corporation, and prepared analysis of comparable transactions.	1.50	\$225.00
04. Creditor Committee Matters	During the Fee Application period, the Applicant discussed various case issues with members of the Committee and counsel, including the disclosure statement, interest and other economic issues.	5.70	\$2,237.50
05. Employee Matters/KERP/Other	During the Fee Application period, the Applicant analyzed management incentive plan compared to existing arrangements and database for comparable-sized companies.	2.20	\$1,089.00
07. Fee Applications & Invoices	During the Fee Application Period, the Applicant prepared the October and November fee application.	10.70	\$1,634.50
08. Financial Analysis - Schedules & Statements	During the Fee Application Period, the Applicant read and analyzed Q3 2004 financial results information and prepared a report to the Committee thereon.	13.00	\$6,327.00
11. Financial Analysis - Other	During the Fee Application Period, the Applicant read and analyzed information regarding analyst commentary on peer group specialty chemical companies, and analyzed methods for protecting creditor from decline in value of stock received post-emergence.	12.70	\$3,477.00
15. Plan & Disclosure Statement	During the Fee Application Period, the Applicant read and analyzed the Debtors' POR proposal and related documents.	138.20	\$58,393.00
20. Valuation	During the Fee Application period, the Applicant analyzed recoveries to unsecured creditors under a variety of stock price scenarios. Applicant also reviewed and analyzed updated accrued interest schedule.	4.70	\$1,762.50
26. Meetings with Debtors	During the Fee Application Period, the Applicant participated in calls with the Debtors and their advisors regarding the POR, disclosure statement, EPA issues and Q3 results.	15.60	\$6,580.00

Task Code	Task Description	Hours	Fees
28. Special Case Issues	During the Fee Application period, the Applicant read and analyzed information regarding asbestos proposal and litigation as well as read and analyzed motion regarding establishing protocol for processing asbestos claims.	2.10	\$625.50
For the Period 12/1/04 through 12/31/04		206.40	\$82,351.00

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Summary of Fees by Task Code by Professional
For the Period 10/1/04 through 12/31/04

Professional	Hours	Fees
01. Asset Acquisitions		
M. Hakoun	1.50	\$225.00
	1.50	\$225.00
04. Creditor Committee Matters		
E. Ordway	7.30	\$3,613.50
S. Cunningham	6.20	\$2,945.00
C. Troyer	20.80	\$7,800.00
	34.30	\$14,358.50
05. Employee Matters/KERP/Other		
E. Ordway	2.20	\$1,089.00
J. Surdoval	4.00	\$1,500.00
	6.20	\$2,589.00
07. Fee Applications & Invoices		
E. Ordway	0.20	\$99.00
L. Hamilton	11.50	\$3,852.50
N. Backer	18.60	\$1,395.00
	30.30	\$5,346.50
08. Financial Analysis - Schedules & Statements		
E. Ordway	9.90	\$4,900.50
S. Cunningham	20.40	\$9,690.00
C. Troyer	49.00	\$18,375.00
M. Hakoun	2.80	\$420.00
	82.10	\$33,385.50
11. Financial Analysis - Other		

Professional	Hours	Fees
E. Ordway	9.00	\$4,455.00
S. Cunningham	6.40	\$3,040.00
C. Troyer	28.70	\$10,762.50
M. Hakoun	12.40	\$1,860.00
M. Desalvio	1.50	\$225.00
	58.00	\$20,342.50
15. Plan & Disclosure Statement		
E. Ordway	37.10	\$18,364.50
S. Cunningham	110.30	\$52,392.50
C. Troyer	123.00	\$46,125.00
J. Vizzini	18.50	\$6,197.50
M. Hakoun	1.70	\$255.00
	290.60	\$123,334.50
20. Valuation		
E. Ordway	0.80	\$396.00
S. Cunningham	1.50	\$712.50
C. Troyer	27.00	\$10,125.00
	29.30	\$11,233.50
21. Research		
M. Hakoun	1.80	\$270.00
M. Desalvio	0.50	\$75.00
	2.30	\$345.00
26. Meetings with Debtors		
S. Cunningham	8.80	\$4,180.00
C. Troyer	11.60	\$4,350.00
	20.40	\$8,530.00
28. Special Case Issues		
E. Ordway	2.30	\$1,138.50

Professional	Hours	Fees
S. Cunningham	6.00	\$2,850.00
M. Hakoun	1.90	\$285.00
	10.20	\$4,273.50
35. Litigation		
E. Ordway	0.70	\$346.50
	0.70	\$346.50
For the Period 10/1/04 through 12/31/04	565.90	\$224,310.00

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Detailed Time Description by Task Code
For the Period 10/1/04 through 12/31/04

Date	Professional	Hours	Detailed Time Description
01. Asset Acquisitions			
12/1/2004	M. Hakoun	1.50	Researched and analyzed acquisition of TRI FLEX from Flexida Corporation, and prepared analysis of comparable transactions.
Subtotal		1.50	
04. Creditor Committee Matters			
10/4/2004	E. Ordway	0.20	Spoke to Committee member regarding market trading activity.
10/8/2004	E. Ordway	1.10	Prepared for conference call with Committee by reviewing notes from POR review, recent operating results, and our valuation data.
10/8/2004	E. Ordway	0.70	Participated in Committee call to discuss POR.
10/8/2004	C. Troyer	0.50	Participated in a conference call with the Committee to discuss the POR and other current issues.
10/13/2004	E. Ordway	0.90	Participated in conference call with Committee to discuss POR and other current issues.
10/13/2004	C. Troyer	0.90	Participated in conference call with Committee to discuss POR and other current issues.
10/20/2004	E. Ordway	0.50	Call with Creditor to discuss status of POR negotiations.
10/20/2004	C. Troyer	2.10	Prepared for conference call with Committee by reviewing notes from POR review, recent operating results, and our valuation data.
10/20/2004	E. Ordway	1.00	Participated in conference call to discuss POR proposal with Committee.
10/20/2004	C. Troyer	1.00	Participated in Committee conference call.
10/21/2004	S. Cunningham	1.40	Participated in conference call with counsel to review analyses of plan proposals.
10/21/2004	E. Ordway	0.60	Participated in POR discussion with counsel and Debtors.
10/27/2004	E. Ordway	0.30	Participated in call with a Committee member to discuss our POR comparative analysis.
10/27/2004	C. Troyer	0.70	Participated in a conference call with the Committee.

Date	Professional	Hours	Detailed Time Description
10/29/2004	E. Ordway	0.20	Responded to call from creditor regarding grand jury matter.
11/2/2004	C. Troyer	3.20	Prepared for Committee conference call.
11/3/2004	E. Ordway	0.40	Call with Committee member regarding questions on POR.
11/3/2004	E. Ordway	0.90	Participated in conference call with Committee regarding asbestos, POR discussions, and grand jury issues.
11/5/2004	C. Troyer	0.50	Discussed plan-related issues with Counsel.
11/9/2004	C. Troyer	1.00	Participated in a Committee conference call.
11/10/2004	C. Troyer	0.40	Discussed plan-related issues with Counsel.
11/11/2004	E. Ordway	0.30	Called Committee member to discuss POR issues.
11/12/2004	S. Cunningham	0.80	Conference call with Committee regarding Plan and disclosure.
11/12/2004	C. Troyer	0.80	Participated in a Committee conference call.
11/15/2004	C. Troyer	1.00	Participated in a Committee conference call.
11/16/2004	S. Cunningham	3.00	Reviewed analysis of recoveries with Committee members.
11/16/2004	C. Troyer	1.20	Discussed Plan-related issues/questions with Counsel.
11/17/2004	C. Troyer	1.00	Discussed Plan-related issues with Counsel.
11/22/2004	C. Troyer	0.90	Discussed accrued interest-related issues with Counsel.
11/30/2004	C. Troyer	0.90	Discussed comments on Plan documents with Counsel.
11/30/2004	E. Ordway	0.20	Called counsel to discuss disclosure statement deficiencies.
12/3/2004	C. Troyer	1.00	Participated in a Committee conference call.
12/17/2004	C. Troyer	1.80	Prepared for conference call with Committee.
12/17/2004	C. Troyer	1.40	Participated in a Committee conference call.
12/17/2004	S. Cunningham	1.00	Participated in call with counsel and Committee regarding disclosure statement, interest, and other economic issues.
12/21/2004	C. Troyer	0.50	Discussed current case issues and analyses with counsel.
Subtotal		34.30	

Date	Professional	Hours	Detailed Time Description
05. Employee Matters/KERP/Other			
11/9/2004	J. Surdoval	4.00	Prepared report to Committee regarding pension plan status.
12/16/2004	E. Ordway	2.20	Analyzed management incentive plan compared to existing arrangements and data base for comparable-sized companies.
Subtotal		6.20	
07. Fee Applications & Invoices			
10/6/2004	N. Backer	0.40	Prepared September fee application.
10/14/2004	L. Hamilton	0.60	Prepared September fee application.
10/14/2004	L. Hamilton	0.30	Prepared response to fee auditor regarding 13th interim period fee audit.
10/18/2004	N. Backer	1.30	Prepared Third Quarterly Fee Application.
10/20/2004	L. Hamilton	0.70	Prepared response to fee auditor regarding 13th interim period.
10/21/2004	N. Backer	0.50	Prepared September fee application.
10/22/2004	N. Backer	0.60	Prepared Third Quarterly fee application.
10/22/2004	L. Hamilton	0.40	Corresponded with FTI concerning the 13th interim period fee audit.
10/22/2004	L. Hamilton	0.40	Prepared response to fee auditor concerning the 13th interim period.
10/26/2004	N. Backer	0.90	Prepared Third Quarterly Fee Application.
10/29/2004	N. Backer	0.60	Prepared quarterly fee application.
11/1/2004	L. Hamilton	0.90	Prepared draft audit response for FTI.
11/1/2004	N. Backer	0.40	Prepared 3rd Quarterly fee application.
11/2/2004	N. Backer	2.00	Prepared 3rd Quarterly fee application.
11/4/2004	L. Hamilton	0.40	Prepared quarterly fee application.
11/8/2004	L. Hamilton	0.30	Prepared September fee application.
11/9/2004	N. Backer	1.70	Prepared October fee application.
11/10/2004	L. Hamilton	1.00	Prepared quarterly fee application.
11/10/2004	N. Backer	0.80	Prepared 3rd Quarterly fee application.

Date	Professional	Hours	Detailed Time Description
11/10/2004	N. Backer	1.20	Prepared 3rd Quarterly fee application.
11/12/2004	L. Hamilton	0.60	Prepared quarterly fee application.
11/16/2004	L. Hamilton	2.10	Prepared cumulative schedules for fee auditor.
11/18/2004	N. Backer	0.70	Prepared October fee application.
11/28/2004	E. Ordway	0.20	Fee application preparation.
11/30/2004	L. Hamilton	0.60	Prepared October fee application.
12/3/2004	N. Backer	1.50	Prepared October fee application.
12/6/2004	N. Backer	1.20	Prepared November fee application.
12/6/2004	N. Backer	1.20	Prepared November fee application.
12/7/2004	N. Backer	0.70	Prepared November fee application.
12/15/2004	L. Hamilton	1.10	Prepared November fee application.
12/15/2004	N. Backer	2.20	Prepared November Fee Application.
12/17/2004	L. Hamilton	0.50	Prepared November fee application.
12/20/2004	L. Hamilton	0.50	Prepared November fee application.
12/21/2004	L. Hamilton	0.90	Prepared November fee application.
12/22/2004	L. Hamilton	0.20	Finalized November fee application.
12/29/2004	N. Backer	0.70	Began preparing December fee application.
Subtotal		30.30	

08. Financial Analysis - Schedules & Statements

10/20/2004	M. Hakoun	1.60	Prepared analysis and distribution of Debtors' 3Q04 financial results.
10/22/2004	M. Hakoun	1.20	Read and analyzed 3Q04 earnings data.
10/27/2004	C. Troyer	1.80	Read and analyzed the Debtors' 3rd quarter press release.
11/5/2004	C. Troyer	7.20	Read Q3 discussion materials prepared by the Debtors.
11/5/2004	S. Cunningham	2.00	Read Q3 results and prepared analysis.

Date	Professional	Hours	Detailed Time Description
11/8/2004	E. Ordway	2.30	Read and analyzed Q3 financial data and prepared list of items for staff to further investigate.
11/8/2004	S. Cunningham	3.50	Read and analyzed Q3 results.
11/8/2004	C. Troyer	3.40	Read and analyzed the Debtor's 3rd quarter 10Q.
11/11/2004	S. Cunningham	2.70	Read Q3 financial information and prepared analysis of results.
11/12/2004	C. Troyer	2.80	Distributed Q3 report to the Committee.
11/17/2004	C. Troyer	3.30	Analyzed Q3 performance.
11/18/2004	S. Cunningham	3.30	Read Q3 financials and prepared analysis of results.
11/18/2004	C. Troyer	5.80	Analyzed Q3 performance and prepared related schedules for inclusion in report to the Committee.
11/19/2004	S. Cunningham	3.50	Prepared analysis of Q3 results.
11/19/2004	C. Troyer	4.50	Analyzed Q3 performance and prepared related schedules for inclusion in report to the Committee.
11/22/2004	C. Troyer	0.70	Analyzed the 3rd quarter and year-to-date corporate expenses compared to Plan.
11/22/2004	C. Troyer	2.30	Analyzed the trailing 7 quarters gross margin trend and 3rd quarter variance to Plan.
11/22/2004	C. Troyer	4.10	Analyzed 3rd quarter and year-to-date performance compared to the prior year.
11/23/2004	C. Troyer	2.20	Analyzed 3rd quarter and year-to-date divisional performance compared to Plan.
11/23/2004	C. Troyer	6.30	Analyzed 3rd quarter and year-to-date cash flows for the filed and non-filed entities compared to Plan.
11/24/2004	C. Troyer	1.50	Analyzed key exchange rates for the quarter and year-to-date compared to Plan.
11/30/2004	C. Troyer	3.10	Analyzed the Latest Estimate compared to Plan and the prior Latest Estimate.
12/2/2004	E. Ordway	1.10	Analyzed most current financial data and statements; compared to plan, and summarized comments/issues for staff to address in preparing our report on results to the Committee.
12/8/2004	S. Cunningham	2.40	Prepared analysis of Q3 results versus plan.
12/13/2004	E. Ordway	0.60	Read and analyzed financial data applicable to 3rd quarter regarding revenues.

Date	Professional	Hours	Detailed Time Description
12/15/2004	E. Ordway	3.10	Prepared/edited report to Committee regarding 3rd quarter performance.
12/20/2004	S. Cunningham	1.40	Read and analyzed report on Q3 performance.
12/20/2004	E. Ordway	2.80	Prepared/edited report to Committee regarding 3rd quarter performance.
12/21/2004	S. Cunningham	1.60	Read and analyzed Q3 report.
Subtotal		82.10	

11. Financial Analysis - Other

10/1/2004	C. Troyer	3.20	Analyzed proposed Honeywell settlement.
10/1/2004	S. Cunningham	1.50	Prepared analysis of unsecured recovery (i.e. interest).
10/5/2004	E. Ordway	0.30	Read counsels' memo regarding recent motions regarding leases and claims matters.
10/6/2004	E. Ordway	0.60	Read and analyzed counsels' memo regarding COLI settlement.
10/6/2004	E. Ordway	0.50	Updated valuation analysis to reflect COLI settlement.
10/6/2004	S. Cunningham	1.30	Read and analyzed Honeywell agreement.
10/7/2004	S. Cunningham	2.10	Prepared hypothetical recovery analysis with and without interest.
10/7/2004	E. Ordway	0.60	Read and analyzed Honeywell settlement documents.
10/18/2004	E. Ordway	2.10	Prepared model to analyze debt capacity under various assumptions.
10/18/2004	C. Troyer	8.10	Drafted a discussion document pertaining to restructuring scenarios.
10/19/2004	S. Cunningham	1.50	Prepared and reviewed analysis of different exit scenarios.
10/19/2004	C. Troyer	6.50	Drafted a discussion document analyzing different restructuring scenarios.
10/20/2004	C. Troyer	3.00	Updated the restructuring scenario discussion document to reflect the status of the asbestos settlement agreement.
10/26/2004	M. Hakoun	0.80	Analyzed Debtors' recent 8k filing regarding NOL carryforward.
10/27/2004	M. Desalvio	1.50	Researched the Federal Judgment Rate.
10/27/2004	C. Troyer	3.20	Prepared information regarding federal judgment interest rate and prepared an accrued interest scenario analysis.
11/4/2004	E. Ordway	0.20	Read legislature update memo from Counsel.

Date	Professional	Hours	Detailed Time Description
11/4/2004	E. Ordway	0.20	Read memo/motions regarding restrictions on equity trading.
11/4/2004	C. Troyer	0.70	Read and analyzed emergency motion and related memo prepared by Counsel.
11/4/2004	M. Hakoun	1.20	Obtained and analyzed information regarding lawsuit filed by W.R. Grace employees against Company, including third party commentary and opinions.
11/8/2004	E. Ordway	0.70	Prepared/edited analysis of interest accrual claim.
11/8/2004	M. Hakoun	1.30	Prepared summary of recent changes in equity value of peer asbestos bankruptcies.
11/10/2004	E. Ordway	0.70	Read counsel's memo on bar date issues.
11/12/2004	E. Ordway	0.20	Read town sewer relief from stay documents.
11/16/2004	M. Hakoun	0.20	Analyzed request of USG Creditors for Plan to be filed.
11/17/2004	M. Hakoun	0.80	Analyzed media discussions on asbestos litigation and potential bankruptcy exits.
11/17/2004	M. Hakoun	0.60	Analyzed claims transfer.
11/22/2004	M. Hakoun	0.20	Updated virtual database of bankruptcy court docket entries.
11/22/2004	M. Hakoun	0.20	Read and distributed Debtors' press release announcing Norris's departure.
11/24/2004	C. Troyer	1.00	Read and analyzed Lexicon retention motion.
11/30/2004	E. Ordway	0.30	Corresponded with Counsel regarding Lexicon retention issues.
12/1/2004	C. Troyer	2.00	Drafted report to the Committee on 3rd quarter performance.
12/1/2004	E. Ordway	0.30	Read counsels' memo regarding various motions pending before the Court.
12/6/2004	M. Hakoun	2.80	Performed last twelve months analysis of revenues, EBIT and adjusted EBIT for peer group.
12/6/2004	M. Hakoun	0.80	Documented analyst commentary for 3Q04 on peer group specialty chemical companies.
12/6/2004	M. Hakoun	1.20	Summarized peer group specialty chemical companies forward earnings estimates and outlook for 4Q04 and full-year.
12/6/2004	M. Hakoun	1.60	Performed quarterly analysis of revenues, EBIT and adjusted EBIT for peer group.
12/17/2004	E. Ordway	1.30	Analyzed alternatives for protecting creditor from a decline in the value of stock received post-emergence.

Date	Professional	Hours	Detailed Time Description
12/17/2004	C. Troyer	1.00	Finalized report to the Committee on 3rd quarter performance.
12/23/2004	M. Hakoun	0.70	Gathered information from industry press releases for Q3.
12/30/2004	E. Ordway	0.20	Read and analyzed counsels' email regarding Cianbro settlement.
12/30/2004	E. Ordway	0.80	Read and analyzed various objection motions.
Subtotal		58.00	

15. Plan & Disclosure Statement

10/4/2004	S. Cunningham	3.00	Read and analyzed POR draft.
10/4/2004	E. Ordway	2.30	Read and analyzed proposed POR and summarized items for further investigation.
10/5/2004	E. Ordway	1.80	Continued to read and analyze proposed POR and summarize comments thereon.
10/5/2004	S. Cunningham	3.40	Read and analyzed POR proposal to identify issues.
10/7/2004	E. Ordway	1.30	Continued to analyze POR.
10/11/2004	E. Ordway	2.00	Read and analyzed updated/revised POR documents, reflecting certain comments from committees.
10/11/2004	C. Troyer	3.30	Read and analyzed draft of POR.
10/11/2004	S. Cunningham	2.50	Read and analyzed changes to Plan disclosure statement.
10/11/2004	E. Ordway	0.40	Read Owens Corning opinion regarding substantive consolidation.
10/12/2004	S. Cunningham	2.60	Read and analyzed revised draft of POR.
10/13/2004	E. Ordway	1.20	Read updated plan glossary and other POR documentation.
10/13/2004	S. Cunningham	2.90	Prepared issues list and information request regarding draft POR.
10/14/2004	E. Ordway	1.30	Read and analyzed Asbestos Trust Agreement and disclosures statement drafts.
10/15/2004	E. Ordway	1.50	Continued to analyze AsbestosTrust Agreement and disclosure statement.
10/15/2004	M. Hakoun	1.30	Read and analyzed information regarding decision not to file plan including analysis of creditor committee commentary.
10/15/2004	J. Vizzini	7.00	Read and analyzed POR, Disclosure Statement and Asbestos Trust Agreement

Date	Professional	Hours	Detailed Time Description
10/15/2004	E. Ordway	0.20	Read counsel's update memo on POR filing status.
10/18/2004	J. Vizzini	7.50	Analyzed POR and Disclosure Statement and prepared summary of issues.
10/19/2004	J. Vizzini	4.00	Analyzed POR and Disclosure Statement and prepared summary of issues.
10/20/2004	E. Ordway	1.80	Prepared POR proposal comparative analysis.
10/20/2004	S. Cunningham	2.60	Read and analyzed proposed plan structure regarding Asbestos issues.
10/21/2004	E. Ordway	0.90	Analyzed chart prepared by Debtors to illustrate current state of negotiations with creditors.
10/21/2004	E. Ordway	0.30	Read Elliott International objection to exclusivity extension.
10/26/2004	M. Hakoun	0.40	Read and analyzed court approved POR extension and distributed information to case team members.
10/28/2004	C. Troyer	5.20	Analyzed the Debtors' draft financial projections included as an exhibit to the POR.
10/28/2004	S. Cunningham	3.50	Read and analyzed disclosure draft, exhibit book, best interest analysis and POR drafts.
10/29/2004	C. Troyer	5.50	Read and analyzed best interest analysis included as an exhibit to the draft POR.
10/29/2004	S. Cunningham	8.00	Read and analyzed POR draft, disclosure and best interest analysis.
11/1/2004	E. Ordway	2.70	Read and analyzed proposed POR and listed items for discussion with counsel/debtor for further investigation.
11/1/2004	S. Cunningham	3.00	Read and analyzed plan disclosure documents.
11/2/2004	E. Ordway	0.70	Prepared/edited analysis of POR.
11/2/2004	E. Ordway	0.60	Continued to read and analyze POR.
11/2/2004	S. Cunningham	3.30	Read and analyzed plan disclosure information and reconciled claims to previous analysis.
11/3/2004	S. Cunningham	3.50	Read and analyzed plan documents.
11/4/2004	C. Troyer	3.30	Developed questions regarding the draft Best Interest analysis and related financial projections to be included in the Plan.
11/4/2004	S. Cunningham	3.30	Read and analyzed plan disclosure documents and supporting schedules.
11/9/2004	S. Cunningham	3.00	Read and analyzed disclosure information and analysis of accrued interest issues.

Date	Professional	Hours	Detailed Time Description
11/10/2004	C. Troyer	5.80	Read and analyzed draft of Plan and related documents.
11/10/2004	E. Ordway	2.40	Read and analyzed revised POR documents and listed items for staff to further investigate.
11/11/2004	E. Ordway	0.20	Read Committee member correspondence regarding POR issues.
11/11/2004	E. Ordway	0.90	Prepared/edited report to the Committee analyzing counter proposal.
11/11/2004	C. Troyer	2.30	Researched Plan-related question for Counsel.
11/15/2004	E. Ordway	1.50	Read and analyzed best interest analysis and directed staff in additional analysis required.
11/15/2004	C. Troyer	7.40	Read and analyzed final Plan and related documents.
11/15/2004	E. Ordway	1.90	Read and analyzed proforma and prospective financial data included in disclosure statement.
11/15/2004	S. Cunningham	4.50	Read and analyzed Company plan and disclosure filings.
11/16/2004	E. Ordway	1.90	Read and analyzed revised POR documents.
11/16/2004	C. Troyer	4.20	Read and analyzed filed Plan and related documents.
11/16/2004	C. Troyer	2.50	Prepared responses to Plan-related questions from pre-petition unsecured creditors.
11/16/2004	S. Cunningham	0.50	Prepared additional analysis of plan provisions.
11/17/2004	E. Ordway	1.30	Read and analyzed revised POR documents.
11/17/2004	C. Troyer	1.30	Prepared responses to questions from unsecured creditors.
11/17/2004	E. Ordway	0.90	Updated POR comparative analysis.
11/18/2004	C. Troyer	2.60	Researched Plan-related question for Counsel.
11/22/2004	S. Cunningham	1.50	Read and analyzed plan documents.
11/29/2004	E. Ordway	0.90	Reviewed disclosure statement and summarized deficiencies for inclusion in memo prepared by staff for Counsel.
11/29/2004	C. Troyer	3.50	Drafted memo to Counsel regarding comments on the Plan documents.
11/30/2004	E. Ordway	0.80	Prepared/edited memo summarizing disclosure statement issues.
11/30/2004	C. Troyer	2.50	Drafted memo to Counsel regarding comments on the Plan documents.

Date	Professional	Hours	Detailed Time Description
12/1/2004	E. Ordway	0.40	Read and analyzed counsels' draft memorandum to K & E regarding adequacy of disclosures.
12/1/2004	E. Ordway	0.90	Prepared/edited memo to counsel regarding commentary on plan documents.
12/1/2004	S. Cunningham	2.40	Prepared and reviewed comments to disclosure statement and plan in preparation for call with counsel and Debtors.
12/1/2004	C. Troyer	3.50	Edited memo to Debtors' regarding comments on the POR and Disclosure Statement and discussed comments with counsel.
12/2/2004	C. Troyer	4.20	Read and analyzed Disclosure Statement.
12/2/2004	S. Cunningham	2.10	Read disclosure statement and summarized issues for call with counsel and Debtors.
12/2/2004	C. Troyer	3.20	Drafted suggested wording changes to Disclosure Statement.
12/3/2004	C. Troyer	5.20	Reviewed and analyzed the Debtors' projections and related discounted cash flow analysis.
12/6/2004	S. Cunningham	3.70	Analyzed interest calculation and proposed changes to disclosure and plan schedules.
12/6/2004	C. Troyer	1.60	Drafted proposed wording changes to the POR and Disclosure Statement.
12/7/2004	S. Cunningham	5.50	Read and analyzed disclosure language and common stock valuation issues in preparation for meeting with Debtors and counsel.
12/7/2004	C. Troyer	0.60	Updated memo regarding proposed wording changes to the POR and Disclosure Statement.
12/7/2004	C. Troyer	1.50	Researched make whole provisions and drafted potential wording for inclusion in Disclosure Statement.
12/8/2004	E. Ordway	0.40	Reviewed discussion points with staff to prepare for meeting with Debtors regarding Class 9 Claims and disclosure statement.
12/8/2004	E. Ordway	0.30	Read counsels' memo regarding comments on solicitation procedures.
12/8/2004	S. Cunningham	2.90	Read disclosure statement and prepared analysis of Class 9 recoveries, liquidation and projections.
12/13/2004	C. Troyer	6.00	Review and analysis of NOL projections and related valuation.
12/13/2004	S. Cunningham	6.50	Read analysis of PD claims and reviewed asbestos liability issues.
12/14/2004	S. Cunningham	3.10	Read and summarized claim development analysis rationale.
12/14/2004	C. Troyer	5.50	Reviewed draft objection and provided comments to counsel.

Date	Professional	Hours	Detailed Time Description
12/14/2004	C. Troyer	3.40	Prepared a discussion document regarding the DCF sensitivity analysis.
12/14/2004	S. Cunningham	2.90	Reviewed PD claim analysis.
12/15/2004	C. Troyer	5.60	Prepared a sensitivity analysis on the Debtors' Best Interest Test.
12/15/2004	C. Troyer	2.10	Began reviewing revised plan documents.
12/15/2004	S. Cunningham	2.50	Read and analyzed plan documents regarding EPA information.
12/15/2004	C. Troyer	1.20	Discussed comments on draft objection with counsel
12/16/2004	E. Ordway	3.20	Read and analyzed several POR drafts and summarized comments, issues thereon for discussion with counsel and Committee.
12/16/2004	C. Troyer	2.10	Assisted counsel with drafting a memo to the Committee regarding the most recent POR and Disclosure Statement.
12/16/2004	C. Troyer	6.00	Reviewed and analyzed revised POR and Disclosure Statement.
12/16/2004	S. Cunningham	5.00	Prepared analysis of EPA estimates based on 10Q and historical documents.
12/17/2004	C. Troyer	1.50	Communications with Committee members and counsel regarding several Plan-related issues.
12/17/2004	S. Cunningham	3.50	Read and analyzed counsel summary of open disclosure issues.
12/20/2004	S. Cunningham	1.60	Finalized analysis of interest and other disclosure issues.
12/20/2004	S. Cunningham	2.50	Analyzed interest and other disclosure issues.
12/21/2004	E. Ordway	0.20	Read statement of Committees' position with report to the disclosure statement.
12/21/2004	C. Troyer	1.50	Updated sensitivity analysis on the Best Interest Test.
12/22/2004	S. Cunningham	5.00	Read and analyzed various objections to disclosure.
12/22/2004	C. Troyer	4.40	Read and analyzed objections to Debtors' POR.
12/23/2004	C. Troyer	6.00	Read and analyzed objections to Debtors' POR.
12/23/2004	S. Cunningham	3.00	Read filed objections to disclosure statement.
12/28/2004	S. Cunningham	4.50	Read filed objections to disclosure statement.
12/30/2004	C. Troyer	8.50	Read and analyzed updated POR and Disclosure Statement.
12/30/2004	S. Cunningham	2.50	Read and analyzed revised plan and disclosure documents.

Date	Professional	Hours	Detailed Time Description
Subtotal		290.60	
20. Valuation			
11/2/2004	C. Troyer	2.60	Updated recovery analysis and related discussion document.
11/5/2004	E. Ordway	0.80	Analyzed Debtors' liquidation analysis and directed staff in same.
11/9/2004	C. Troyer	7.60	Analyzed recovery scenarios using various post-petition interest rates and accrual methodologies.
11/11/2004	C. Troyer	6.10	Updated recovery analysis.
11/12/2004	C. Troyer	3.50	Updated recovery analysis to reflect various assumptions.
11/17/2004	C. Troyer	2.50	Updated recovery analysis and related discussion document to reflect the filed Plan.
11/22/2004	S. Cunningham	1.50	Prepared analysis of proposed recoveries.
12/7/2004	C. Troyer	3.50	Analyzed recoveries to unsecured creditors under a variety of stock price scenarios.
12/27/2004	C. Troyer	1.20	Reviewed and analyzed updated accrued interest schedule.
Subtotal		29.30	
21. Research			
11/5/2004	M. Desalvio	0.50	Obtained analyst report updates from GS and UBS on specialty chemicals industry.
11/29/2004	M. Hakoun	1.80	Obtained data supporting/denying investigation claims.
Subtotal		2.30	
26. Meetings with Debtors			
10/15/2004	C. Troyer	0.50	Discussed delay in filing POR with the Debtors' financial advisors.
10/15/2004	S. Cunningham	1.50	Discussed POR delay with Debtors' advisors and Committee chair.
10/20/2004	C. Troyer	0.50	Discussed the proposed asbestos settlement with the Debtors.
11/5/2004	C. Troyer	0.50	Discussed the draft Best Interest analysis and financial projections with the Debtors' financial advisors.
11/8/2004	C. Troyer	1.00	Participated in a conference call with the Debtors to discuss Q3 performance.

Date	Professional	Hours	Detailed Time Description
11/10/2004	C. Troyer	0.30	Discussed interest-related issues with Debtors' financial advisors.
11/16/2004	C. Troyer	0.50	Discussed Plan-related questions with the Debtors' financial advisors.
12/2/2004	C. Troyer	0.80	Discussed memo regarding POR and Disclosure Statement-related comments with the Debtors' financial advisors.
12/3/2004	S. Cunningham	2.00	Participated in call with Debtors and counsel regarding disclosure statement and plan issues.
12/3/2004	C. Troyer	2.20	Participated in a conference call with the Debtors to discuss comments on the POR and Disclosure Statement.
12/8/2004	C. Troyer	2.30	Attended a meeting with the Debtors to discuss comments on the POR and Disclosure Statement.
12/14/2004	S. Cunningham	2.80	Participated in claim analysis meeting with Debtors and counsel.
12/16/2004	S. Cunningham	2.50	Participated in meeting with Debtors and counsel to review EPA claims.
12/16/2004	C. Troyer	2.20	Attended a meeting with the Debtors to discuss environmental claims.
12/27/2004	C. Troyer	0.80	Discussed accrued interest schedules with the Debtors' financial advisors.
Subtotal		20.40	

28. Special Case Issues

10/20/2004	E. Ordway	0.30	Read counsel's memo regarding ZAI court hearing.
10/21/2004	S. Cunningham	1.70	Read and analyzed asbestos proposal.
10/21/2004	S. Cunningham	1.50	Read and analyzed Stroock update regarding Zonalite.
11/12/2004	S. Cunningham	2.80	Reviewed latest Asbestos Proposal and interest issues.
11/15/2004	E. Ordway	1.10	Read and analyzed asbestos relief claims estimation documents and sorted items for discussion with counsel.
11/30/2004	M. Hakoun	0.70	Read and analyzed information regarding developments in Asbestos Litigation.
12/2/2004	M. Hakoun	1.20	Monitored developments within the U.S. legislation regarding the FAIR Act and Asbestos bankruptcies.
12/7/2004	E. Ordway	0.30	Read recent article regarding asbestos litigation.
12/20/2004	E. Ordway	0.60	Read and analyzed motion regarding establishing protocol for processing/establishing asbestos claims.

Date	Professional	Hours	Detailed Time Description
Subtotal		10.20	
35. Litigation			
10/29/2004	E. Ordway	0.40	Read document regarding grand jury investigation.
11/8/2004	E. Ordway	0.30	Read memo from counsel regarding grand jury update.
Subtotal		0.70	
Total Hours		565.90	

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Expense Detail
For the Period 10/1/04 through 12/31/04

Date	Professional	Detail	Amount
Airfare/Train			
12/8/2004	C. Troyer	Train fare - meeting in NYC at K&E	\$14.00
12/9/2004	S. Cunningham	Airfare - Chicago Asbestos meeting	\$1,420.70
Subtotal - Airfare/Train			\$1,434.70
Copies			
10/31/2004		October photocopies - 342 @ .15 ea	\$51.30
11/30/2004		November Copies - 1078 @ .15 ea.	\$161.70
12/31/2004		December copies - 678 @ .15 each	\$101.70
Subtotal - Copies			\$314.70
Faxes			
11/30/2004		November Faxes - 115 @ 1.00 ea.	\$115.00
12/31/2004		December faxes - 15 @ 1.00 ea	\$15.00
Subtotal - Faxes			\$130.00
Parking/tolls			
11/17/2004	E. Ordway	Parking 29.00 in NYC + toll 6.00	\$35.00
12/14/2004	S. Cunningham	Chicago- Asbestos Meeting	\$30.00
12/23/2004	S. Cunningham	Environmental meeting at K&E	\$35.00
Subtotal - Parking/tolls			\$100.00
Postage/ Fedex			
11/30/2004		Postage & Over Night Deliveries	\$17.48
Subtotal - Postage/ Fedex			\$17.48
Research			
11/30/2004		Factiva monthly charge	\$4.64

Date	Professional	Detail	Amount
Subtotal - Research			\$4.64
Scans			
10/31/2004		October Scans - 42 @ 1.00 ea	\$42.00
11/30/2004		November Scans - 162 @ 1.00 ea.	\$162.00
12/31/2004		December scans 69 @ 1.00 each	\$69.00
Subtotal - Scans			\$273.00
Taxi			
12/14/2004	S. Cunningham	Round trip taxi to K&E and airport	\$80.00
Subtotal - Taxi			\$80.00
Telecom Charges			
11/30/2004		Telecom Charges - November, Saddle Brook office	\$250.09
12/31/2004		December Telephone - Saddle Brook Office	\$178.56
Subtotal - Telecom Charges			\$428.65
Telephone			
10/31/2004	Capstone Expenses	October Phone Charges	\$136.47
Subtotal - Telephone			\$136.47
For the Period 10/1/04 through 12/31/04			\$2,919.64

FOURTH QUARTERLY INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED (FOR THE PERIOD FROM OCTOBER 1, 2004 THROUGH DECEMBER 31, 2004)

APPLICATION

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”, Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the “Interim Compensation Order”), the Amendment to the Administrative Order effective April 17, 2002 (the “Amendment”) and Del.Bankr.LR 2016-2, Capstone Corporate Recovery, LLC (“Capstone”), Financial Advisors to the Official Committee of Unsecured Creditors (the “Committee”) of W.R. Grace & Co. and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession (the “Debtors”), hereby applies for an order allowing it (i) compensation in the amount of \$224,310.00 for professional services rendered by Capstone as financial advisors for the Committee, less \$67,493.20 previously paid, and (ii) reimbursement for the actual and necessary expenses incurred by Capstone in rendering such services in the amount of \$2,919.64 less \$745.91 previously paid, (the “Fourth Quarterly Fee Application”), in each case for the interim quarterly period from October 1, 2004 through December 31, 2004 (the “Fee Period”). In support of this Application, Capstone respectfully states as follows:

Monthly Interim Fee Applications Covered Herein

1. Pursuant to the procedures set forth in the Administrative Fee Order and Amendment, professionals may apply for monthly compensation and reimbursement (each such application, a “Monthly Fee Application”), and the notice parties listed in the Administrative

Fee Order and Amendment may object to such request. If no notice party objects to a professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

2. Furthermore, and also pursuant to the Administrative Fee Order and Amendment, professionals are to file and serve upon the notice parties a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.
3. Pursuant to an Application submitted to the Court on or about February 20, 2004, and by a Court order dated June 8, 2004 (the "Retention Order"), Capstone was retained as financial advisors for the Committee, nunc pro tunc to February 4, 2004.
4. Capstone, which was formed by former employees of FTI, was retained by the Committee instead and in place of FTI Consulting Inc. ("FTI"). FTI continues to be retained by the Committee in a limited advisory capacity.
5. Since its retention, Capstone has continuously and vigorously pursued the Committee's interests in these cases.

6. Capstone is a firm of financial advisors specializing in insolvency restructuring and related matters. Since being retained by the Committee, Capstone has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors' estates. Capstone respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.
7. This is the Fourth Quarterly Fee Application for compensation for services rendered that Capstone has filed with the Bankruptcy Court in connection with the representation of the Committee in these chapter 11 cases.
8. Capstone has filed the following Monthly Fee Applications for interim compensation during the Fee Period:
 - a. Ninth application of Capstone Corporate Recovery, LLC, financial advisor to the Official Committee of Unsecured Creditors, for allowance of compensation for service rendered and reimbursement of expenses incurred for the period from October 1, 2004 through October 31, 2004, filed on or about December 6, 2004, (the "Ninth Fee Application") attached hereto as Exhibit II.
 - b. Tenth application of Capstone Corporate Recovery, LLC, financial advisor to the Official Committee of Unsecured Creditors, for allowance of compensation for service rendered and reimbursement of expenses incurred for the period from November 1, 2004 through November 30, 2004, filed on or about December 22, 2004, (the "Tenth Fee Application") attached hereto as Exhibit III.
 - c. Eleventh application of Capstone Corporate Recovery, LLC, financial advisor to the Official Committee of Unsecured Creditors, for allowance of compensation for service rendered and reimbursement of expenses incurred for the period from December 1, 2004 through December 31, 2004, filed on or about January 28, 2005, (the "Eleventh Fee Application") attached hereto as Exhibit IV.

Capstone has not filed any other Quarterly Fee Applications or Monthly Fee Applications for the Fee Period.

Description of Services, Fees and Expenses

9. During the Fourth Quarterly Interim Period, the Applicant rendered professional services aggregating a total of 565.90 hours in the discharge of its duties as financial advisor and bankruptcy consultant to the Committee. The Applicant is seeking an interim allowance for compensation of professional services rendered to the Debtors of \$224,310.00, representing 100% of fees incurred, and reimbursement of expenses in connection therewith of \$2,919.64.

The Applicant, respectfully, submits the following:

- a) The Applicant believes that the interim fees applied for herein for professional services rendered in performing accounting and advisory services for the Committee in this proceeding are fair and reasonable in view of the time spent, the extent of work performed, the nature of the Debtors' capitalization structure and financial condition, the Debtors' financial accounting resources and the results obtained.
- b) All expenses were billed at actual cost, exclusive of amortization of the cost of investment, equipment or capital outlay. Internal charges for outgoing out-of-town facsimile transmissions were billed at \$1.00 per page for domestic transmissions. Photocopy charges were billed at actual cost for external copying and \$.15 per page for internal copying. Capstone believes that these charges reflect its actual out-of-pocket costs.
- c) The disbursements and expenses have been incurred in accordance with Capstone's normal practice of charging clients for expenses clearly related to and required by particular matters. Such expenses were often incurred to enable Capstone to devote time beyond normal office hours to matters that imposed extraordinary time demands. Capstone has endeavored to minimize these expenses to the fullest extent possible.
- d) Capstone expended an aggregate of 565.90 hours, substantially all of which was expended by the professional staff of Capstone. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task. A small staff was utilized to optimize efficiencies and avoid redundant efforts. The staff of the Debtors or their advisors has been utilized where practical and prudent.

- e) Capstone's approach is to utilize senior, experienced personnel and to encourage the Debtors to provide the staff-level support and analysis to minimize total cost. In addition, Capstone's per diem rates for professionals of comparable experience are 10% to 20% lower than its competitors, the "Big-Four" accounting firms and certain other nationally-recognized specialty firms.
- f) Because Capstone's core staff consisted of senior professionals who performed a vast amount of the work, time spent communicating internally and reviewing the work product of junior associates was kept to a minimum. Additionally, because of the experience of Capstone's professionals, in many instances only one or two Capstone representatives attended meetings or conference calls or performed specific functions.
- g) Edwin N. Ordway, Jr., a senior member of the firm in charge of this case, directed the activities of the Capstone team, calling upon his more than ten years of experience in restructuring and insolvency matters, including more than 100 cases, many as large and complex, and some larger and more complex than this matter.
- h) To the best of the Applicant's knowledge and belief, there has been no duplication of services between the Applicant and any other accountants or consultants to the bankruptcy estate.
- i) Capstone's travel time policy is for professional personnel to travel outside of business hours when possible. Such time is not charged to a client unless productive work is performed during the travel period. In this engagement, non-productive travel time is not being charged to the Debtors.
- j) In providing a reimbursable service such as copying or telephone, the Applicant does not make a profit on that service. In charging for a particular service, Capstone does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay. In seeking reimbursement for a service which the Applicant justifiably purchased or contracted for from a third party, Capstone requests reimbursement only for the amount billed to Capstone by such third party vendor and paid by Capstone to that vendor.
- k) Annexed hereto as Attachment B are summaries of fees and hours by professional and by task during the Fourth Quarterly Interim Period, as well as a summary of expenses for the Fourth Quarterly Period.
- l) Annexed hereto as Exhibit II, Exhibit III and Exhibit IV are the monthly interim applications that include the detail of the services performed by the Applicant during the each monthly period at the direction of the Committee and its Counsel.
- m) Pursuant to Rule 2016, Capstone states that no compensation to be received in this proceeding will be shared with any person or entity outside of Capstone and that no compensation has been paid or promised to the Applicant in connection with the compensation sought in this Application except as disclosed herein. No prior application

has been made to this or any other Court for the relief requested herein for the Compensation Period, nor has any payment been received by Capstone on account of its accounting and financial advisory services rendered or on account of the out-of-pocket expenses incurred in connection therewith.

- n) As stated in the Affidavit of Edwin N. Ordway, Jr., annexed hereto as Exhibit I, all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

10. The detail of services provided by Capstone during the Fee Period is included in the monthly fee applications attached as Exhibit II, Exhibit III and Exhibit IV. A summary of the services provided by Capstone during the Fee Period is provided in Attachment B.

Relief Requested

9. By this Fourth Quarterly Fee Application, Capstone requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Capstone for the Fee Period, and as detailed in the October to December Monthly Applications, less the amounts previously paid to Capstone pursuant to the procedures set forth in the Administrative Fee Order and Amendment.¹ As stated above, the full scope of services provided and the related expenses incurred are fully described in the October through December Monthly Applications, which are attached hereto as Exhibits II, III and IV.

¹ Capstone reserves the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during the October through December 2004 period that are not otherwise included in the relevant October through December Monthly Applications.

Disinterestedness

10. As disclosed in the affidavit of Edwin N. Ordway, Jr., (the "Affidavit") Capstone does not hold or represent any interest adverse to the estates, and had been, at all relevant times, a disinterested person as that term is defined in section 101(4) of the Bankruptcy Code as modified by section 1107 of the Bankruptcy Code.
11. Capstone may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the chapter 11 cases. Capstone disclosed in its Retention Application its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. Capstone will provide supplemental Affidavits when necessary and when Capstone becomes aware of material new information.

WHEREFORE, Capstone respectfully requests that the Court enter an order, substantially in the form attached hereto,

- a) granting Capstone an allowance of (i) \$224,310.00 as compensation for reasonable and necessary professional services rendered to the Committee, less \$67,493.20 previously paid, and (ii) of \$2,919.64 for reimbursement of actual and necessary costs and expenses incurred, less \$745.91 previously paid, for a net total of \$158,990.53 owing and unpaid, for the Fee Period from October 1, 2004 through December 31, 2004;
- b) authorizing and directing the Debtors to pay to Capstone the outstanding amount of such sums; and
- c) granting such other and further relief as this Court may deem just and proper.

Date: February 4, 2005

Capstone Corporate Recovery, LLC

By

Edwin N. Ordway, Jr.

Capstone Corporate Recovery, LLC
Park 80 West, Plaza I
Saddle Brook, NJ 07663
(201) 587-7100

Index to Exhibits

- Exhibit I Affidavit**
- Exhibit II Fee Application for the Period October 1, 2004 – October 31, 2004**
- Exhibit III Fee Application for the Period November 1, 2004 – November 30, 2004**
- Exhibit IV Fee Application for the Period December 1, 2004 – December 31, 2004**

Exhibit I

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Objection Deadline: To Be Determined
		Hearing Date: To Be Determined

AFFIDAVIT

STATE OF NEW JERSEY)
) ss:
COUNTY OF BERGEN)

EDWIN N. ORDWAY, JR., being duly sworn, deposes and says:

1. I am a senior member of Capstone Corporate Recovery, LLC, ("Capstone"), and I am duly authorized to make this affidavit on behalf of Capstone. Capstone provides financial consulting services for restructuring matters and has its principal office at Park 80 West Plaza I, Saddle Brook, New Jersey. Capstone has provided financial consulting services to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the "Committee") of W. R. Grace & Co., and sixty-one of its domestic subsidiaries and affiliates which are debtors and debtors-in-possession before this Court.


2. This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support of Capstone's Fourth Quarterly application for compensation for services and for reimbursement of expenses for services rendered during the period from October 1, 2004 through December 31, 2004 in the aggregate amount of \$227,229.64, of which \$158,990.53 has not yet been paid.

3. All services for which compensation is requested by Capstone were professional services performed for and on behalf of the Committee from October 1, 2004 through and including December 31, 2004 and not on behalf of any other person.

4. In accordance with Title 18 U.S.C. Section 155, neither I nor any employee of my firm has entered into any agreement, express or implied, with any other party-in-interest for the

purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any employee thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any employee of my firm.


EDWIN N. ORDWAY, JR.

Sworn to before me this
4th day of February, 2005



Notary Public
PATRICIA E. FOOSE
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES AUG. 6, 2008

Exhibit II

**Fee Application for the period
October 1, 2004 – October 31, 2004**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re:

Chapter 11

W.R. GRACE & Co., et al.,

Case No. 01-01139 (JKF)
(Jointly Administered)

Debtors

NINTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC,
FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004)

Name of Applicant:	Capstone Corporate Recovery, LLC
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	June 8, 2004 (<u>nunc pro tunc</u> to February 4, 2004)
Period for which compensation and reimbursement is sought:	October 1, 2004 through October 31, 2004
Amount of Compensation sought as actual, reasonable and necessary (80% of \$57,592.50)	\$46,074.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary (100%):	\$229.77
This is an: <u>X</u> interim _____ final application	

This is the Ninth Interim Application filed by Capstone Corporate Recovery, LLC.
("Capstone"). Capstone was retained instead of FTI Consulting, Inc. (a/k/a FTI Policano
& Manzo) ("FTI") as financial advisors to the Official Committee of Unsecured
Creditors, by order of this Court dated June 8, 2004, nunc pro tunc to February 4, 2004.

The total time expended for monthly and quarterly fee application preparation activities
(for both Capstone and FTI) is approximately 6.70 hours and corresponding
compensation requested is approximately \$1,126.50. Disclosure for the current period is
as follows:

NINTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC,
FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004)

**ATTACHMENT A
TO FEE APPLICATION**

Date Filed (on or about)	Period Covered	Fees (100%)	Expenses (100%)	Fees (80% of requested fees)
June 10, 2004	February 4, 2004 through February 29, 2004	\$94,882.00	\$3,932.07	\$75,905.60
June 10, 2004	March 1, 2004 through March 31, 2004	\$136,415.50	\$1,819.00	\$109,132.40
Totals First Quarterly	February 4, 2004 through March 31, 2004	\$231,297.50	\$5,751.07	\$185,038.00
June 12, 2004	April 1, 2004 through April 30, 2004	\$61,925.00	\$678.33	\$49,540.00
July 13, 2004	May 1, 2004 Through May 31, 2004	\$32,665.00	\$477.15	\$26,132.00
August 5, 2004	June 1, 2004 through June 30, 2004	\$106,470.50	\$1,119.63	\$85,176.40
Totals Second Quarterly	April 1, 2004 through June 30, 2004	\$201,060.50	\$2,275.11	\$160,848.40
August 31, 2004	July 1, 2004 through July 31, 2004	\$68,533.50	\$667.60	\$54,826.80
September 24, 2004	August 1, 2004 through August 31, 2004	\$99,215.50	\$1,341.49	\$79,372.40
October 28, 2004	September 1, 2004 through September 30, 2004	\$44,918.25	\$658.72	\$35,934.60
Totals Third Quarterly	July 1, 2004 through September 30, 2004	\$212,667.25	\$2,667.81	\$170,133.80

**NINTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC,
FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004)**

Date Filed (on or about)	Period Covered	Fees (100%)	Expenses (100%)	Fees (80% of requested fees)
December 6, 2004	October 1, 2004 through October 31, 2004	\$57,592.50	229.77	\$46,074.00

**NINTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC,
FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004)**

**ATTACHMENT B
TO FEE APPLICATION**

1. Summary of Fees by Professional
2. Summary of Fees by Task Code
3. Detailed Time Description by Task Code
4. Expense Detail

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Summary of Fees by Professional
For the Period 10/01/04 through 10/31/04

Professional	Position	Billing Rate	Hours	Fees
E. Ordway	Member	\$495	25.30	\$12,523.50
S. Cunningham	Member	\$475	41.00	\$19,475.00
C. Troyer	Consultant	\$375	46.00	\$17,250.00
J. Vizzini	Consultant	\$335	18.50	\$6,197.50
L. Hamilton	Consultant	\$335	2.40	\$804.00
M. Desalvio	Research	\$150	1.50	\$225.00
M. Hakoun	Research	\$150	5.30	\$795.00
N. Backer	Paraprofessional	\$75	4.30	\$322.50
For the Period 10/01/04 through 10/31/04			144.30	\$57,592.50

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Summary of Fees by Task Code****For the Period 10/01/04 through 10/31/04**

Task Code	Task Description	Hours	Fees
04. Creditor Committee Matters	During the Fee Application period, the Applicant discussed various case issues with members of the Committee and counsel, including the POR, market trading activity, and other case issues.	12.10	\$5,337.50
07. Fee Applications & Invoices	During the Fee Application Period, the Applicant prepared the September fee application and the quarterly fee application. Applicant also corresponded with the fee auditor and FTI regarding the fee audit.	6.70	\$1,126.50
08. Financial Analysis - Schedules & Statements	During the Fee Application Period, the Applicant read and analyzed Q3 2004 financial results information.	4.60	\$1,095.00
11. Financial Analysis - Other	During the Fee Application Period, the Applicant read and analyzed information regarding recovery scenarios, the Honeywell settlement, COLI and NOL impacts, as well as various other issues.	36.80	\$14,414.50
15. Plan & Disclosure Statement	During the Fee Application Period, the Applicant read and analyzed the Debtors' POR proposal and related documents.	77.70	\$32,665.00
26. Meetings with Debtors	During the Fee Application Period, the Applicant participated in calls with the Debtors and their advisors regarding the POR and related issues.	2.50	\$1,087.50
28. Special Case Issues	During the Fee Application period, the Applicant read and analyzed information regarding the ZAI hearing and Zonolite updates.	3.50	\$1,668.50
35. Litigation	During the Fee Application period, the Applicant read documents related to a grand jury investigation.	0.40	\$198.00
For the Period 10/01/04 through 10/31/04		144.30	\$57,592.50

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Detailed Time Description by Task Code****For the Period 10/01/04 through 10/31/04**

Date	Professional	Hours	Detailed Time Description
04. Creditor Committee Matters			
10/4/2004	E. Ordway	0.20	Spoke to Committee member regarding market trading activity.
10/8/2004	E. Ordway	1.10	Prepared for conference call with Committee by reviewing notes from POR review, recent operating results, and our valuation data.
10/8/2004	E. Ordway	0.70	Participated in Committee call to discuss POR.
10/8/2004	C. Troyer	0.50	Participated in a conference call with the Committee to discuss the POR and other current issues.
10/13/2004	E. Ordway	0.90	Participated in conference call with Committee to discuss POR and other current issues.
10/13/2004	C. Troyer	0.90	Participated in conference call with Committee to discuss POR and other current issues.
10/20/2004	E. Ordway	1.00	Participated in conference call to discuss POR proposal with Committee.
10/20/2004	E. Ordway	0.50	Call with Creditor to discuss status of POR negotiations.
10/20/2004	C. Troyer	2.10	Prepared for conference call with Committee by reviewing notes from POR review, recent operating results, and our valuation data.
10/20/2004	C. Troyer	1.00	Participated in Committee conference call.
10/21/2004	E. Ordway	0.60	Participated in POR discussion with counsel and Debtors.
10/21/2004	S. Cunningham	1.40	Participated in conference call with counsel to review analyses of plan proposals.
10/27/2004	C. Troyer	0.70	Participated in a conference call with the Committee.
10/27/2004	E. Ordway	0.30	Participated in call with a Committee member to discuss our POR comparative analysis.
10/29/2004	E. Ordway	0.20	Responded to call from creditor regarding grand jury matter.
Subtotal		12.10	

07. Fee Applications & Invoices

Date	Professional	Hours	Detailed Time Description
10/6/2004	N. Backer	0.40	Prepared September fee application.
10/14/2004	L. Hamilton	0.30	Prepared response to fee auditor regarding 13th interim period fee audit.
10/14/2004	L. Hamilton	0.60	Prepared September fee application.
10/18/2004	N. Backer	1.30	Prepared Third Quarterly Fee Application.
10/20/2004	L. Hamilton	0.70	Prepared response to fee auditor regarding 13th interim period.
10/21/2004	N. Backer	0.50	Prepared September fee application.
10/22/2004	L. Hamilton	0.40	Corresponded with FTI concerning the 13th interim period fee audit.
10/22/2004	N. Backer	0.60	Prepared Third Quarterly fee application.
10/22/2004	L. Hamilton	0.40	Prepared response to fee auditor concerning the 13th interim period.
10/26/2004	N. Backer	0.90	Prepared Third Quarterly Fee Application.
10/29/2004	N. Backer	0.60	Prepared quarterly fee application.
Subtotal		6.70	

08. Financial Analysis - Schedules & Statements

10/20/2004	M. Hakoun	1.60	Prepared analysis and distribution of Debtors' 3Q04 financial results.
10/22/2004	M. Hakoun	1.20	Read and analyzed 3Q04 earnings data.
10/27/2004	C. Troyer	1.80	Read and analyzed the Debtors' 3rd quarter press release.
Subtotal		4.60	

11. Financial Analysis - Other

10/1/2004	C. Troyer	3.20	Analyzed proposed Honeywell settlement.
10/1/2004	S. Cunningham	1.50	Prepared analysis of unsecured recovery (i.e. interest).
10/5/2004	E. Ordway	0.30	Read counsels' memo regarding recent motions regarding leases and claims matters.
10/6/2004	E. Ordway	0.50	Updated valuation analysis to reflect COLI settlement.
10/6/2004	E. Ordway	0.60	Read and analyzed counsels' memo regarding COLI settlement.
10/6/2004	S. Cunningham	1.30	Read and analyzed Honeywell agreement.

Date	Professional	Hours	Detailed Time Description
10/7/2004	E. Ordway	0.60	Read and analyzed Honeywell settlement documents.
10/7/2004	S. Cunningham	2.10	Prepared hypothetical recovery analysis with and without interest.
10/18/2004	C. Troyer	8.10	Drafted a discussion document pertaining to restructuring scenarios.
10/18/2004	E. Ordway	2.10	Prepared model to analyze debt capacity under various assumptions.
10/19/2004	S. Cunningham	1.50	Prepared and reviewed analysis of different exit scenarios.
10/19/2004	C. Troyer	6.50	Drafted a discussion document analyzing different restructuring scenarios.
10/20/2004	C. Troyer	3.00	Updated the restructuring scenario discussion document to reflect the status of the asbestos settlement agreement.
10/26/2004	M. Hakoun	0.80	Analyzed Debtors' recent 8k filing regarding NOL carryforward.
10/27/2004	M. Desalvio	1.50	Researched the Federal Judgment Rate.
10/27/2004	C. Troyer	3.20	Prepared information regarding federal judgment interest rate and prepared an accrued interest scenario analysis.
Subtotal		36.80	

15. Plan & Disclosure Statement

10/4/2004	E. Ordway	2.30	Read and analyzed proposed POR and summarized items for further investigation.
10/4/2004	S. Cunningham	3.00	Read and analyzed POR draft.
10/5/2004	E. Ordway	1.80	Continued to read and analyze proposed POR and summarize comments thereon.
10/5/2004	S. Cunningham	3.40	Read and analyzed POR proposal to identify issues.
10/7/2004	E. Ordway	1.30	Continued to analyze POR.
10/11/2004	S. Cunningham	2.50	Read and analyzed changes to Plan disclosure statement.
10/11/2004	E. Ordway	2.00	Read and analyzed updated/revised POR documents, reflecting certain comments from committees.
10/11/2004	E. Ordway	0.40	Read Owens Corning opinion regarding substantive consolidation.
10/11/2004	C. Troyer	3.30	Read and analyzed draft of POR.
10/12/2004	S. Cunningham	2.60	Read and analyzed revised draft of POR.

Date	Professional	Hours	Detailed Time Description
10/13/2004	E. Ordway	1.20	Read updated plan glossary and other POR documentation.
10/13/2004	S. Cunningham	2.90	Prepared issues list and information request regarding draft POR.
10/14/2004	E. Ordway	1.30	Read and analyzed Asbestos Trust Agreement and disclosures statement drafts.
10/15/2004	J. Vizzini	7.00	Read and analyzed POR, Disclosure Statement and Asbestos Trust Agreement
10/15/2004	E. Ordway	0.20	Read counsel's update memo on POR filing status.
10/15/2004	M. Hakoun	1.30	Read and analyzed information regarding decision not to file plan including analysis of creditor committee commentary.
10/15/2004	E. Ordway	1.50	Continued to analyze Asbestos Trust Agreement and disclosure statement.
10/18/2004	J. Vizzini	7.50	Analyzed POR and Disclosure Statement and prepared summary of issues.
10/19/2004	J. Vizzini	4.00	Analyzed POR and Disclosure Statement and prepared summary of issues.
10/20/2004	E. Ordway	1.80	Prepared POR proposal comparative analysis.
10/20/2004	S. Cunningham	2.60	Read and analyzed proposed plan structure regarding Asbestos issues.
10/21/2004	E. Ordway	0.90	Analyzed chart prepared by Debtors to illustrate current state of negotiations with creditors.
10/21/2004	E. Ordway	0.30	Read Elliott International objection to exclusivity extension.
10/26/2004	M. Hakoun	0.40	Read and analyzed court approved POR extension and distributed information to case team members.
10/28/2004	C. Troyer	5.20	Analyzed the Debtors' draft financial projections included as an exhibit to the POR.
10/28/2004	S. Cunningham	3.50	Read and analyzed disclosure draft, exhibit book, best interest analysis and POR drafts.
10/29/2004	C. Troyer	5.50	Read and analyzed best interest analysis included as an exhibit to the draft POR.
10/29/2004	S. Cunningham	8.00	Read and analyzed POR draft, disclosure and best interest analysis.
Subtotal		77.70	

26. Meetings with Debtors

10/15/2004	C. Troyer	0.50	Discussed delay in filing POR with the Debtors' financial advisors.
10/15/2004	S. Cunningham	1.50	Discussed POR delay with Debtors' advisors and Committee chair.

Date	Professional	Hours	Detailed Time Description
10/20/2004	C. Troyer	0.50	Discussed the proposed asbestos settlement with the Debtors.
Subtotal		2.50	
28. Special Case Issues			
10/20/2004	E. Ordway	0.30	Read counsel's memo regarding ZAI court hearing.
10/21/2004	S. Cunningham	1.70	Read and analyzed asbestos proposal.
10/21/2004	S. Cunningham	1.50	Read and analyzed Stroock update regarding Zonalite.
Subtotal		3.50	
35. Litigation			
10/29/2004	E. Ordway	0.40	Read document regarding grand jury investigation.
Subtotal		0.40	
Total Hours		144.30	

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Expense Detail
For the Period 10/1/04 through 10/31/04

Date	Professional	Detail	Amount
Copies			
10/31/2004	Capstone Expenses	October photocopies - 342 @.15 ea	\$51.30
Subtotal - Copies			\$51.30
Scans			
10/31/2004	Capstone Expenses	October Scans - 42 @ 1.00 ea	\$42.00
Subtotal - Scans			\$42.00
Telephone			
10/31/2004	Capstone Expenses	October Phone Charges	\$136.47
Subtotal - Telephone			\$136.47
For the Period 10/1/04 through 10/31/04			\$229.77

Exhibit III

Fee Application for the period

November 1, 2004 – November 30, 2004

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X

In re:

Chapter 11

W.R. GRACE & Co., et al.,

Case No. 01-01139 (JKF)
(Jointly Administered)

Debtors

TENTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC,
FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004)

Name of Applicant: Capstone Corporate Recovery, LLC

Authorized to Provide Professional Services to: The Official Committee of
Unsecured Creditors

Date of Retention: June 8, 2004 (nunc pro tunc
to February 4, 2004)

Period for which compensation and
reimbursement is sought: November 1, 2004 through
November 30, 2004

Amount of Compensation sought
as actual, reasonable and necessary (80% of \$84,366.50) \$67,493.20

Amount of Expense Reimbursement sought
as actual, reasonable and necessary (100%): \$745.91

This is an: X interim ____ final application

This is the Tenth Interim Application filed by Capstone Corporate Recovery, LLC.
("Capstone"). Capstone was retained instead of FTI Consulting, Inc. (a/k/a FTI Policano
& Manzo) ("FTI") as financial advisors to the Official Committee of Unsecured
Creditors, by order of this Court dated June 8, 2004, nunc pro tunc to February 4, 2004.

The total time expended for monthly and quarterly fee application preparation activities
(for both Capstone and FTI) is approximately 12.90 hours and corresponding
compensation requested is approximately \$2,585.50. Disclosure for the current period is
as follows:

TENTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC,
 FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
 CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004)

**ATTACHMENT A
 TO FEE APPLICATION**

Date Filed (on or about)	Period Covered	Fees (100%)	Expenses (100%)	Fees (80% of requested fees)
June 10, 2004	February 4, 2004 through February 29, 2004	\$94,882.00	\$3,932.07	\$75,905.60
June 10, 2004	March 1, 2004 through March 31, 2004	\$136,415.50	\$1,819.00	\$109,132.40
Totals First Quarterly	February 4, 2004 through March 31, 2004	\$231,297.50	\$5,751.07	\$185,038.00
June 12, 2004	April 1, 2004 through April 30, 2004	\$61,925.00	\$678.33	\$49,540.00
July 13, 2004	May 1, 2004 Through May 31, 2004	\$32,665.00	\$477.15	\$26,132.00
August 5, 2004	June 1, 2004 through June 30, 2004	\$106,470.50	\$1,119.63	\$85,176.40
Totals Second Quarterly	April 1, 2004 through June 30, 2004	\$201,060.50	\$2,275.11	\$160,848.40
August 31, 2004	July 1, 2004 through July 31, 2004	\$68,533.50	\$667.60	\$54,826.80
September 24, 2004	August 1, 2004 through August 31, 2004	\$99,215.50	\$1,341.49	\$79,372.40
October 28, 2004	September 1, 2004 through September 30, 2004	\$44,918.25	\$658.72	\$35,934.60
Totals Third Quarterly	July 1, 2004 through September 30, 2004	\$212,667.25	\$2,667.81	\$170,133.80

TENTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC,
 FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
 CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004)

Date Filed (on or about)	Period Covered	Fees (100%)	Expenses (100%)	Fees (80% of requested fees)
December 6, 2004	October 1, 2004 through October 31, 2004	\$57,592.50	229.77	\$46,074.00
December 22, 2004	November 1, 2004 through November 30, 2004	\$84,366.50	\$745.91	\$67,493.20

**TENTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC,
FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004)**

**ATTACHMENT B
TO FEE APPLICATION**

1. Summary of Fees by Professional
2. Summary of Fees by Task Code
3. Detailed Time Description by Task Code
4. Expense Detail

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Summary of Fees by Professional****For the Period 11/1/04 through 11/30/04**

Professional	Position	Billing Rate	Hours	Fees
E. Ordway	Member	\$495	25.50	\$12,622.50
S. Cunningham	Member	\$475	45.70	\$21,707.50
C. Troyer	Consultant	\$375	119.80	\$44,925.00
J. Surdoval	Consultant	\$375	4.00	\$1,500.00
L. Hamilton	Consultant	\$335	5.90	\$1,976.50
M. Desalvio	Research	\$150	0.50	\$75.00
M. Hakoun	Research	\$150	7.00	\$1,050.00
N. Backer	Paraprofessional	\$75	6.80	\$510.00
For the Period 11/1/04 through 11/30/04			215.20	\$84,366.50

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Summary of Fees by Task Code****For the Period 11/1/04 through 11/30/04**

Task Code	Task Description	Hours	Fees
04. Creditor Committee Matters	During the Fee Application period, the Applicant discussed various case issues with members of the Committee and counsel, including the POR, and other case issues.	16.50	\$6,783.50
05. Employee Matters/KERP/Other	During the Fee Application period, the Applicant prepared a report regarding status of pension plan.	4.00	\$1,500.00
07. Fee Applications & Invoices	During the Fee Application Period, the Applicant prepared the October fee application and the quarterly fee application. Applicant also corresponded with the fee auditor and FTI regarding the fee audit.	12.90	\$2,585.50
08. Financial Analysis - Schedules & Statements	During the Fee Application Period, the Applicant read and analyzed Q3 2004 financial results information and prepared a report to the Committee thereon.	64.50	\$25,963.50
11. Financial Analysis - Other	During the Fee Application Period, the Applicant read and analyzed information regarding restrictions on equity trading, various court filings, interest accrual claim and other case issues.	8.50	\$2,451.00
15. Plan & Disclosure Statement	During the Fee Application Period, the Applicant read and analyzed the Debtors' POR proposal and related documents.	74.70	\$32,276.50
20. Valuation	During the Fee Application period, the Applicant prepared/updated a hypothetical recovery analysis.	24.60	\$9,471.00
21. Research	During the Fee Application period, the Applicant obtained industry data for analysis of case issues.	2.30	\$345.00
26. Meetings with Debtors	During the Fee Application Period, the Applicant participated in calls with the Debtors and their advisors regarding the POR and Q3 results.	2.30	\$862.50
28. Special Case Issues	During the Fee Application period, the Applicant read and analyzed information regarding asbestos proposal and litigation.	4.60	\$1,979.50
35. Litigation	During the Fee Application period, the Applicant reviewed Counsel's memo regarding grand jury update.	0.30	\$148.50
For the Period 11/1/04 through 11/30/04		215.20	\$84,366.50

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Summary of Fees by Task Code by Professional
For the Period 11/1/04 through 11/30/04

Professional	Hours	Fees
04. Creditor Committee Matters		
E. Ordway	1.80	\$891.00
S. Cunningham	3.80	\$1,805.00
C. Troyer	10.90	\$4,087.50
	16.50	\$6,783.50
05. Employee Matters/KERP/Other		
J. Surdoval	4.00	\$1,500.00
	4.00	\$1,500.00
07. Fee Applications & Invoices		
E. Ordway	0.20	\$99.00
L. Hamilton	5.90	\$1,976.50
N. Backer	6.80	\$510.00
	12.90	\$2,585.50
08. Financial Analysis - Schedules & Statements		
E. Ordway	2.30	\$1,138.50
S. Cunningham	15.00	\$7,125.00
C. Troyer	47.20	\$17,700.00
	64.50	\$25,963.50
11. Financial Analysis - Other		
E. Ordway	2.30	\$1,138.50
C. Troyer	1.70	\$637.50
M. Hakoun	4.50	\$675.00
	8.50	\$2,451.00
15. Plan & Disclosure Statement		

Professional	Hours	Fees
E. Ordway	16.70	\$8,266.50
S. Cunningham	22.60	\$10,735.00
C. Troyer	35.40	\$13,275.00
	74.70	\$32,276.50
20. Valuation		
E. Ordway	0.80	\$396.00
S. Cunningham	1.50	\$712.50
C. Troyer	22.30	\$8,362.50
	24.60	\$9,471.00
21. Research		
M. Desalvio	0.50	\$75.00
M. Hakoun	1.80	\$270.00
	2.30	\$345.00
26. Meetings with Debtors		
C. Troyer	2.30	\$862.50
	2.30	\$862.50
28. Special Case Issues		
E. Ordway	1.10	\$544.50
S. Cunningham	2.80	\$1,330.00
M. Hakoun	0.70	\$105.00
	4.60	\$1,979.50
35. Litigation		
E. Ordway	0.30	\$148.50
	0.30	\$148.50
For the Period 11/1/04 through 11/30/04	215.20	\$84,366.50

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Detailed Time Description by Task Code
For the Period 11/1/04 through 11/30/04

Date	Professional	Hours	Detailed Time Description
04. Creditor Committee Matters			
11/2/2004	C. Troyer	3.20	Prepared for Committee conference call.
11/3/2004	E. Ordway	0.40	Call with Committee member regarding questions on POR.
11/3/2004	E. Ordway	0.90	Participated in conference call with Committee regarding asbestos, POR discussions, and grand jury issues.
11/5/2004	C. Troyer	0.50	Discussed plan-related issues with Counsel.
11/9/2004	C. Troyer	1.00	Participated in a Committee conference call.
11/10/2004	C. Troyer	0.40	Discussed plan-related issues with Counsel.
11/11/2004	E. Ordway	0.30	Called Committee member to discuss POR issues.
11/12/2004	S. Cunningham	0.80	Conference call with Committee regarding Plan and disclosure.
11/12/2004	C. Troyer	0.80	Participated in a Committee conference call.
11/15/2004	C. Troyer	1.00	Participated in a Committee conference call.
11/16/2004	C. Troyer	1.20	Discussed Plan-related issues/questions with Counsel.
11/16/2004	S. Cunningham	3.00	Reviewed analysis of recoveries with Committee members.
11/17/2004	C. Troyer	1.00	Discussed Plan-related issues with Counsel.
11/22/2004	C. Troyer	0.90	Discussed accrued interest-related issues with Counsel.
11/30/2004	E. Ordway	0.20	Called counsel to discuss disclosure statement deficiencies.
11/30/2004	C. Troyer	0.90	Discussed comments on Plan documents with Counsel.
Subtotal		16.50	

05. Employee Matters/KERP/Other

11/9/2004	J. Surdoval	4.00	Prepared report to Committee regarding pension plan status.
-----------	-------------	------	---

Date	Professional	Hours	Detailed Time Description
Subtotal		4.00	
07. Fee Applications & Invoices			
11/1/2004	N. Backer	0.40	Prepared 3rd Quarterly fee application.
11/1/2004	L. Hamilton	0.90	Prepared draft audit response for FTI.
11/2/2004	N. Backer	2.00	Prepared 3rd Quarterly fee application.
11/4/2004	L. Hamilton	0.40	Prepared quarterly fee application.
11/8/2004	L. Hamilton	0.30	Prepared September fee application.
11/9/2004	N. Backer	1.70	Prepared October fee application.
11/10/2004	N. Backer	1.20	Prepared 3rd Quarterly fee application.
11/10/2004	N. Backer	0.80	Prepared 3rd Quarterly fee application.
11/10/2004	L. Hamilton	1.00	Prepared quarterly fee application.
11/12/2004	L. Hamilton	0.60	Prepared quarterly fee application.
11/16/2004	L. Hamilton	2.10	Prepared cumulative schedules for fee auditor.
11/18/2004	N. Backer	0.70	Prepared October fee application.
11/28/2004	E. Ordway	0.20	Fee application preparation.
11/30/2004	L. Hamilton	0.60	Prepared October fee application.
Subtotal		12.90	
08. Financial Analysis - Schedules & Statements			
11/5/2004	C. Troyer	7.20	Read Q3 discussion materials prepared by the Debtors.
11/5/2004	S. Cunningham	2.00	Read Q3 results and prepared analysis.
11/8/2004	E. Ordway	2.30	Read and analyzed Q3 financial data and prepared list of items for staff to further investigate.
11/8/2004	C. Troyer	3.40	Read and analyzed the Debtor's 3rd quarter 10Q.
11/8/2004	S. Cunningham	3.50	Read and analyzed Q3 results.
11/11/2004	S. Cunningham	2.70	Read Q3 financial information and prepared analysis of results.
Capstone Corporate Recovery, LLC			Page 2 of 7
Invoice for the Tenth Fee Application			

Date	Professional	Hours	Detailed Time Description
11/12/2004	C. Troyer	2.80	Distributed Q3 report to the Committee.
11/17/2004	C. Troyer	3.30	Analyzed Q3 performance.
11/18/2004	C. Troyer	5.80	Analyzed Q3 performance and prepared related schedules for inclusion in report to the Committee.
11/18/2004	S. Cunningham	3.30	Read Q3 financials and prepared analysis of results.
11/19/2004	C. Troyer	4.50	Analyzed Q3 performance and prepared related schedules for inclusion in report to the Committee.
11/19/2004	S. Cunningham	3.50	Prepared analysis of Q3 results.
11/22/2004	C. Troyer	0.70	Analyzed the 3rd quarter and year-to-date corporate expenses compared to Plan.
11/22/2004	C. Troyer	2.30	Analyzed the trailing 7 quarters gross margin trend and 3rd quarter variance to Plan.
11/22/2004	C. Troyer	4.10	Analyzed 3rd quarter and year-to-date performance compared to the prior year.
11/23/2004	C. Troyer	2.20	Analyzed 3rd quarter and year-to-date divisional performance compared to Plan.
11/23/2004	C. Troyer	6.30	Analyzed 3rd quarter and year-to-date cash flows for the filed and non-filed entities compared to Plan.
11/24/2004	C. Troyer	1.50	Analyzed key exchange rates for the quarter and year-to-date compared to Plan.
11/30/2004	C. Troyer	3.10	Analyzed the Latest Estimate compared to Plan and the prior Latest Estimate.
Subtotal		64.50	
11. Financial Analysis - Other			
11/4/2004	E. Ordway	0.20	Read legislature update memo from Counsel.
11/4/2004	C. Troyer	0.70	Read and analyzed emergency motion and related memo prepared by Counsel.
11/4/2004	E. Ordway	0.20	Read memo/motions regarding restrictions on equity trading.
11/4/2004	M. Hakoun	1.20	Obtained and analyzed information regarding lawsuit filed by W.R. Grace employees against Company, including third party commentary and opinions.
11/8/2004	E. Ordway	0.70	Prepared/edited analysis of interest accrual claim.
11/8/2004	M. Hakoun	1.30	Prepared summary of recent changes in equity value of peer asbestos bankruptcies.

Date	Professional	Hours	Detailed Time Description
11/10/2004	E. Ordway	0.70	Read counsel's memo on bar date issues.
11/12/2004	E. Ordway	0.20	Read town sewer relief from stay documents.
11/16/2004	M. Hakoun	0.20	Analyzed request of USG Creditors for Plan to be filed.
11/17/2004	M. Hakoun	0.80	Analyzed media discussions on asbestos litigation and potential bankruptcy exits.
11/17/2004	M. Hakoun	0.60	Analyzed claims transfer.
11/22/2004	M. Hakoun	0.20	Read and distributed Debtors' press release announcing Norris's departure.
11/22/2004	M. Hakoun	0.20	Updated virtual database of bankruptcy court docket entries.
11/24/2004	C. Troyer	1.00	Read and analyzed Lexicon retention motion.
11/30/2004	E. Ordway	0.30	Corresponded with Counsel regarding Lexicon retention issues.
Subtotal		8.50	

15. Plan & Disclosure Statement

11/1/2004	E. Ordway	2.70	Read and analyzed proposed POR and listed items for discussion with counsel/debtor for further investigation.
11/1/2004	S. Cunningham	3.00	Read and analyzed plan disclosure documents.
11/2/2004	E. Ordway	0.60	Continued to read and analyze POR.
11/2/2004	E. Ordway	0.70	Prepared/edited analysis of POR.
11/2/2004	S. Cunningham	3.30	Read and analyzed plan disclosure information and reconciled claims to previous analysis.
11/3/2004	S. Cunningham	3.50	Read and analyzed plan documents.
11/4/2004	C. Troyer	3.30	Developed questions regarding the draft Best Interest analysis and related financial projections to be included in the Plan.
11/4/2004	S. Cunningham	3.30	Read and analyzed plan disclosure documents and supporting schedules.
11/9/2004	S. Cunningham	3.00	Read and analyzed disclosure information and analysis of accrued interest issues.
11/10/2004	C. Troyer	5.80	Read and analyzed draft of Plan and related documents.
11/10/2004	E. Ordway	2.40	Read and analyzed revised POR documents and listed items for staff to further investigate.

Date	Professional	Hours	Detailed Time Description
11/11/2004	C. Troyer	2.30	Researched Plan-related question for Counsel.
11/11/2004	E. Ordway	0.90	Prepared/edited report to the Committee analyzing counter proposal.
11/11/2004	E. Ordway	0.20	Read Committee member correspondence regarding POR issues.
11/15/2004	S. Cunningham	4.50	Read and analyzed Company plan and disclosure filings.
11/15/2004	E. Ordway	1.50	Read and analyzed best interest analysis and directed staff in additional analysis required.
11/15/2004	E. Ordway	1.90	Read and analyzed proforma and prospective financial data included in disclosure statement.
11/15/2004	C. Troyer	7.40	Read and analyzed final Plan and related documents.
11/16/2004	E. Ordway	1.90	Read and analyzed revised POR documents.
11/16/2004	S. Cunningham	0.50	Prepared additional analysis of plan provisions.
11/16/2004	C. Troyer	4.20	Read and analyzed filed Plan and related documents.
11/16/2004	C. Troyer	2.50	Prepared responses to Plan-related questions from pre-petition unsecured creditors.
11/17/2004	E. Ordway	1.30	Read and analyzed revised POR documents.
11/17/2004	C. Troyer	1.30	Prepared responses to questions from unsecured creditors.
11/17/2004	E. Ordway	0.90	Updated POR comparative analysis.
11/18/2004	C. Troyer	2.60	Researched Plan-related question for Counsel.
11/22/2004	S. Cunningham	1.50	Read and analyzed plan documents.
11/29/2004	E. Ordway	0.90	Reviewed disclosure statement and summarized deficiencies for inclusion in memo prepared by staff for Counsel.
11/29/2004	C. Troyer	3.50	Drafted memo to Counsel regarding comments on the Plan documents.
11/30/2004	E. Ordway	0.80	Prepared/edited memo summarizing disclosure statement issues.
11/30/2004	C. Troyer	2.50	Drafted memo to Counsel regarding comments on the Plan documents.
Subtotal		74.70	

20. Valuation

11/2/2004	C. Troyer	2.60	Updated recovery analysis and related discussion document.
-----------	-----------	------	--

Date	Professional	Hours	Detailed Time Description
11/5/2004	E. Ordway	0.80	Analyzed Debtors' liquidation analysis and directed staff in same.
11/9/2004	C. Troyer	7.60	Analyzed recovery scenarios using various post-petition interest rates and accrual methodologies.
11/11/2004	C. Troyer	6.10	Updated recovery analysis.
11/12/2004	C. Troyer	3.50	Updated recovery analysis to reflect various assumptions.
11/17/2004	C. Troyer	2.50	Updated recovery analysis and related discussion document to reflect the filed Plan.
11/22/2004	S. Cunningham	1.50	Prepared analysis of proposed recoveries.
Subtotal		24.60	
21. Research			
11/5/2004	M. Desalvio	0.50	Obtained analyst report updates from GS and UBS on specialty chemicals industry.
11/29/2004	M. Hakoun	1.80	Obtained data supporting/denying investigation claims.
Subtotal		2.30	
26. Meetings with Debtors			
11/5/2004	C. Troyer	0.50	Discussed the draft Best Interest analysis and financial projections with the Debtors' financial advisors.
11/8/2004	C. Troyer	1.00	Participated in a conference call with the Debtors to discuss Q3 performance.
11/10/2004	C. Troyer	0.30	Discussed interest-related issues with Debtors' financial advisors.
11/16/2004	C. Troyer	0.50	Discussed Plan-related questions with the Debtors' financial advisors.
Subtotal		2.30	
28. Special Case Issues			
11/12/2004	S. Cunningham	2.80	Reviewed latest Asbestos Proposal and interest issues.
11/15/2004	E. Ordway	1.10	Read and analyzed asbestos relief claims estimation documents and sorted items for discussion with counsel.
11/30/2004	M. Hakoun	0.70	Read and analyzed information regarding developments in Asbestos Litigation.
Subtotal		4.60	

Date	Professional	Hours	Detailed Time Description
35. Litigation			
11/8/2004	E. Ordway	0.30	Read memo from counsel regarding grand jury update.
Subtotal		0.30	
Total Hours		215.20	

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Expense Detail
For the Period 11/1/04 through 11/30/04

Date	Professional	Detail	Amount
Copies			
11/30/2004		November Copies - 1078 @ .15 ea.	\$161.70
Subtotal - Copies			\$161.70
Faxes			
11/30/2004		November Faxes - 115 @ 1.00 ea.	\$115.00
Subtotal - Faxes			\$115.00
Parking/tolls			
11/17/2004	E. Ordway	Parking 29.00 in NYC + toll 6.00	\$35.00
Subtotal - Parking/tolls			\$35.00
Postage/ Fedex			
11/30/2004		Postage & Over Night Deliveries	\$17.48
Subtotal - Postage/ Fedex			\$17.48
Research			
11/30/2004		Factiva monthly charge	\$4.64
Subtotal - Research			\$4.64
Scans			
11/30/2004		November Scans - 162 @ 1.00 ea.	\$162.00
Subtotal - Scans			\$162.00
Telecom Charges			
11/30/2004		Telecom Charges - November, Saddle Brook office	\$250.09
Subtotal - Telecom Charges			\$250.09
For the Period 11/1/04 through 11/30/04			\$745.91

Exhibit IV

**Fee Application for the period
December 1, 2004 – December 31, 2004**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X

In re:

Chapter 11

W.R. GRACE & Co., et al.,

Case No. 01-01139 (JKF)
(Jointly Administered)

Debtors

ELEVENTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY,
LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004)

Name of Applicant: Capstone Corporate Recovery, LLC

Authorized to Provide Professional Services to: The Official Committee of
Unsecured Creditors

Date of Retention: June 8, 2004 (nunc pro tunc
to February 4, 2004)

Period for which compensation and
reimbursement is sought: December 1, 2004 through
December 31, 2004

Amount of Compensation sought
as actual, reasonable and necessary (80% of \$82,351.00) \$65,880.80

Amount of Expense Reimbursement sought
as actual, reasonable and necessary (100%): \$ 1,943.96

This is an: X interim final application

This is the Eleventh Interim Application filed by Capstone Corporate Recovery, LLC.
("Capstone"). Capstone was retained instead of FTI Consulting, Inc. (a/k/a FTI Policano
& Manzo) ("FTI") as financial advisors to the Official Committee of Unsecured
Creditors, by order of this Court dated June 8, 2004, nunc pro tunc to February 4, 2004.

The total time expended for monthly and quarterly fee application preparation activities
(for both Capstone and FTI) is approximately 10.70 hours and corresponding
compensation requested is approximately \$1,634.50. Disclosure for the current period is
as follows:

ELEVENTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY,
LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004)

**ATTACHMENT A
TO FEE APPLICATION**

Date Filed (on or about)	Period Covered	Fees (100%)	Expenses (100%)	Fees (80% of requested fees)
June 10, 2004	February 4, 2004 through February 29, 2004	\$94,882.00	\$3,932.07	\$75,905.60
June 10, 2004	March 1, 2004 through March 31, 2004	\$136,415.50	\$1,819.00	\$109,132.40
Totals First Quarterly	February 4, 2004 through March 31, 2004	\$231,297.50	\$5,751.07	\$185,038.00
June 12, 2004	April 1, 2004 through April 30, 2004	\$61,925.00	\$678.33	\$49,540.00
July 13, 2004	May 1, 2004 Through May 31, 2004	\$32,665.00	\$477.15	\$26,132.00
August 5, 2004	June 1, 2004 through June 30, 2004	\$106,470.50	\$1,119.63	\$85,176.40
Totals Second Quarterly	April 1, 2004 through June 30, 2004	\$201,060.50	\$2,275.11	\$160,848.40
August 31, 2004	July 1, 2004 through July 31, 2004	\$68,533.50	\$667.60	\$54,826.80
September 24, 2004	August 1, 2004 through August 31, 2004	\$99,215.50	\$1,341.49	\$79,372.40
October 28, 2004	September 1, 2004 through September 30, 2004	\$44,918.25	\$658.72	\$35,934.60
Totals Third Quarterly	July 1, 2004 through September 30, 2004	\$212,667.25	\$2,667.81	\$170,133.80

**ELEVENTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY, LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004)**

Date Filed (on or about)	Period Covered	Fees (100%)	Expenses (100%)	Fees (80% of requested fees)
December 6, 2004	October 1, 2004 through October 31, 2004	\$57,592.50	229.77	\$46,074.00
December 22, 2004	November 1, 2004 through November 30, 2004	\$84,366.50	\$745.91	\$67,493.20
January 28, 2005	December 1, 2004 Through December 31, 2004	\$82,351.00	\$ 1,943.96	\$65,880.80

ELEVENTH INTERIM APPLICATION OF CAPSTONE CORPORATE RECOVERY,
LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004)

**ATTACHMENT B
TO FEE APPLICATION**

1. Summary of Fees by Professional
2. Summary of Fees by Task Code
3. Detailed Time Description by Task Code
4. Expense Detail

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Summary of Fees by Professional****For the Period 12/1/04 through 12/31/04**

Professional	Position	Billing Rate	Hours	Fees
E. Ordway	Member	\$495	18.70	\$9,256.50
S. Cunningham	Member	\$475	72.90	\$34,627.50
C. Troyer	Consultant	\$375	94.30	\$35,362.50
L. Hamilton	Consultant	\$335	3.20	\$1,072.00
M. Hakoun	Research	\$150	9.80	\$1,470.00
N. Backer	Paraprofessional	\$75	7.50	\$562.50
For the Period 12/1/04 through 12/31/04			206.40	\$82,351.00

W.R. Grace & Co.**Capstone Corporate Recovery, LLC****Summary of Fees by Task Code****For the Period 12/1/04 through 12/31/04**

Task Code	Task Description	Hours	Fees
01. Asset Acquisitions	During the Fee Application period, the Applicant read and analyzed information on the acquisition of TRI FLEX from Flexida Corporation, and prepared analysis of comparable transactions.	1.50	\$225.00
04. Creditor Committee Matters	During the Fee Application period, the Applicant discussed various case issues with members of the Committee and counsel, including the disclosure statement, interest and other economic issues.	5.70	\$2,237.50
05. Employee Matters/KERP/Other	During the Fee Application period, the Applicant analyzed management incentive plan compared to existing arrangements and database for comparable-sized companies.	2.20	\$1,089.00
07. Fee Applications & Invoices	During the Fee Application Period, the Applicant prepared the October and November fee application.	10.70	\$1,634.50
08. Financial Analysis - Schedules & Statements	During the Fee Application Period, the Applicant read and analyzed Q3 2004 financial results information and prepared a report to the Committee thereon.	13.00	\$6,327.00
11. Financial Analysis - Other	During the Fee Application Period, the Applicant read and analyzed information regarding analyst commentary on peer group specialty chemical companies, and analyzed methods for protecting creditor from decline in value of stock received post-emergence.	12.70	\$3,477.00
15. Plan & Disclosure Statement	During the Fee Application Period, the Applicant read and analyzed the Debtors' POR proposal and related documents.	138.20	\$58,393.00
20. Valuation	During the Fee Application period, the Applicant analyzed recoveries to unsecured creditors under a variety of stock price scenarios. Applicant also reviewed and analyzed updated accrued interest schedule.	4.70	\$1,762.50
26. Meetings with Debtors	During the Fee Application Period, the Applicant participated in calls with the Debtors and their advisors regarding the POR, disclosure statement, EPA issues and Q3 results.	15.60	\$6,580.00

Task Code	Task Description	Hours	Fees
28. Special Case Issues	During the Fee Application period, the Applicant read and analyzed information regarding asbestos proposal and litigation as well as read and analyzed motion regarding establishing protocol for processing asbestos claims.	2.10	\$625.50
For the Period 12/1/04 through 12/31/04		206.40	\$82,351.00

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Detailed Time Description by Task Code
For the Period 12/1/04 through 12/31/04

Date	Professional	Hours	Detailed Time Description
01. Asset Acquisitions			
12/1/2004	M. Hakoun	1.50	Researched and analyzed acquisition of TRI FLEX from Flexida Corporation, and prepared analysis of comparable transactions.
Subtotal		1.50	
04. Creditor Committee Matters			
12/3/2004	C. Troyer	1.00	Participated in a Committee conference call.
12/17/2004	S. Cunningham	1.00	Participated in call with counsel and Committee regarding disclosure statement, interest, and other economic issues.
12/17/2004	C. Troyer	1.80	Prepared for conference call with Committee.
12/17/2004	C. Troyer	1.40	Participated in a Committee conference call.
12/21/2004	C. Troyer	0.50	Discussed current case issues and analyses with counsel.
Subtotal		5.70	
05. Employee Matters/KERP/Other			
12/16/2004	E. Ordway	2.20	Analyzed management incentive plan compared to existing arrangements and data base for comparable-sized companies.
Subtotal		2.20	
07. Fee Applications & Invoices			
12/3/2004	N. Backer	1.50	Prepared October fee application.
12/6/2004	N. Backer	1.20	Prepared November fee application.
12/6/2004	N. Backer	1.20	Prepared November fee application.
12/7/2004	N. Backer	0.70	Prepared November fee application.
12/15/2004	N. Backer	2.20	Prepared November Fee Application.
12/15/2004	L. Hamilton	1.10	Prepared November fee application.

Date	Professional	Hours	Detailed Time Description
12/17/2004	L. Hamilton	0.50	Prepared November fee application.
12/20/2004	L. Hamilton	0.50	Prepared November fee application.
12/21/2004	L. Hamilton	0.90	Prepared November fee application.
12/22/2004	L. Hamilton	0.20	Finalized November fee application.
12/29/2004	N. Backer	0.70	Began preparing December fee application.
Subtotal		10.70	

08. Financial Analysis - Schedules & Statements

12/2/2004	E. Ordway	1.10	Analyzed most current financial data and statements; compared to plan, and summarized comments/issues for staff to address in preparing our report on results to the Committee.
12/8/2004	S. Cunningham	2.40	Prepared analysis of Q3 results versus plan.
12/13/2004	E. Ordway	0.60	Read and analyzed financial data applicable to 3rd quarter regarding revenues.
12/15/2004	E. Ordway	3.10	Prepared/edited report to Committee regarding 3rd quarter performance.
12/20/2004	S. Cunningham	1.40	Read and analyzed report on Q3 performance.
12/20/2004	E. Ordway	2.80	Prepared/edited report to Committee regarding 3rd quarter performance.
12/21/2004	S. Cunningham	1.60	Read and analyzed Q3 report.
Subtotal		13.00	

11. Financial Analysis - Other

12/1/2004	C. Troyer	2.00	Drafted report to the Committee on 3rd quarter performance.
12/1/2004	E. Ordway	0.30	Read counsels' memo regarding various motions pending before the Court.
12/6/2004	M. Hakoun	2.80	Performed last twelve months analysis of revenues, EBIT and adjusted EBIT for peer group.
12/6/2004	M. Hakoun	1.60	Performed quarterly analysis of revenues, EBIT and adjusted EBIT for peer group.
12/6/2004	M. Hakoun	1.20	Summarized peer group specialty chemical companies forward earnings estimates and outlook for 4Q04 and full-year.
12/6/2004	M. Hakoun	0.80	Documented analyst commentary for 3Q04 on peer group specialty chemical companies.

Date	Professional	Hours	Detailed Time Description
12/17/2004	C. Troyer	1.00	Finalized report to the Committee on 3rd quarter performance.
12/17/2004	E. Ordway	1.30	Analyzed alternatives for protecting creditor from a decline in the value of stock received post-emergence.
12/23/2004	M. Hakoun	0.70	Gathered information from industry press releases for Q3.
12/30/2004	E. Ordway	0.80	Read and analyzed various objection motions.
12/30/2004	E. Ordway	0.20	Read and analyzed counsels' email regarding Cianbro settlement.
Subtotal		12.70	

15. Plan & Disclosure Statement

12/1/2004	S. Cunningham	2.40	Prepared and reviewed comments to disclosure statement and plan in preparation for call with counsel and Debtors.
12/1/2004	E. Ordway	0.40	Read and analyzed counsels' draft memorandum to K & E regarding adequacy of disclosures.
12/1/2004	E. Ordway	0.90	Prepared/edited memo to counsel regarding commentary on plan documents.
12/1/2004	C. Troyer	3.50	Edited memo to Debtors' regarding comments on the POR and Disclosure Statement and discussed comments with counsel.
12/2/2004	C. Troyer	4.20	Read and analyzed Disclosure Statement.
12/2/2004	C. Troyer	3.20	Drafted suggested wording changes to Disclosure Statement.
12/2/2004	S. Cunningham	2.10	Read disclosure statement and summarized issues for call with counsel and Debtors.
12/3/2004	C. Troyer	5.20	Reviewed and analyzed the Debtors' projections and related discounted cash flow analysis.
12/6/2004	C. Troyer	1.60	Drafted proposed wording changes to the POR and Disclosure Statement.
12/6/2004	S. Cunningham	3.70	Analyzed interest calculation and proposed changes to disclosure and plan schedules.
12/7/2004	C. Troyer	1.50	Researched make whole provisions and drafted potential wording for inclusion in Disclosure Statement.
12/7/2004	S. Cunningham	5.50	Read and analyzed disclosure language and common stock valuation issues in preparation for meeting with Debtors and counsel.
12/7/2004	C. Troyer	0.60	Updated memo regarding proposed wording changes to the POR and Disclosure Statement.

Date	Professional	Hours	Detailed Time Description
12/8/2004	E. Ordway	0.40	Reviewed discussion points with staff to prepare for meeting with Debtors regarding Class 9 Claims and disclosure statement.
12/8/2004	S. Cunningham	2.90	Read disclosure statement and prepared analysis of Class 9 recoveries, liquidation and projections.
12/8/2004	E. Ordway	0.30	Read counsels' memo regarding comments on solicitation procedures.
12/13/2004	S. Cunningham	6.50	Read analysis of PD claims and reviewed asbestos liability issues.
12/13/2004	C. Troyer	6.00	Review and analysis of NOL projections and related valuation.
12/14/2004	S. Cunningham	3.10	Read and summarized claim development analysis rationale.
12/14/2004	C. Troyer	3.40	Prepared a discussion document regarding the DCF sensitivity analysis.
12/14/2004	S. Cunningham	2.90	Reviewed PD claim analysis.
12/14/2004	C. Troyer	5.50	Reviewed draft objection and provided comments to counsel.
12/15/2004	C. Troyer	1.20	Discussed comments on draft objection with counsel
12/15/2004	S. Cunningham	2.50	Read and analyzed plan documents regarding EPA information.
12/15/2004	C. Troyer	2.10	Began reviewing revised plan documents.
12/15/2004	C. Troyer	5.60	Prepared a sensitivity analysis on the Debtors' Best Interest Test.
12/16/2004	S. Cunningham	5.00	Prepared analysis of EPA estimates based on 10Q and historical documents.
12/16/2004	E. Ordway	3.20	Read and analyzed several POR drafts and summarized comments, issues thereon for discussion with counsel and Committee.
12/16/2004	C. Troyer	2.10	Assisted counsel with drafting a memo to the Committee regarding the most recent POR and Disclosure Statement.
12/16/2004	C. Troyer	6.00	Reviewed and analyzed revised POR and Disclosure Statement.
12/17/2004	S. Cunningham	3.50	Read and analyzed counsel summary of open disclosure issues.
12/17/2004	C. Troyer	1.50	Communications with Committee members and counsel regarding several Plan-related issues.
12/20/2004	S. Cunningham	1.60	Finalized analysis of interest and other disclosure issues.
12/20/2004	S. Cunningham	2.50	Analyzed interest and other disclosure issues.
12/21/2004	C. Troyer	1.50	Updated sensitivity analysis on the Best Interest Test.

Date	Professional	Hours	Detailed Time Description
12/21/2004	E. Ordway	0.20	Read statement of Committees' position with report to the disclosure statement.
12/22/2004	C. Troyer	4.40	Read and analyzed objections to Debtors' POR.
12/22/2004	S. Cunningham	5.00	Read and analyzed various objections to disclosure.
12/23/2004	S. Cunningham	3.00	Read filed objections to disclosure statement.
12/23/2004	C. Troyer	6.00	Read and analyzed objections to Debtors' POR.
12/28/2004	S. Cunningham	4.50	Read filed objections to disclosure statement.
12/30/2004	C. Troyer	8.50	Read and analyzed updated POR and Disclosure Statement.
12/30/2004	S. Cunningham	2.50	Read and analyzed revised plan and disclosure documents.
Subtotal		138.20	

20. Valuation

12/7/2004	C. Troyer	3.50	Analyzed recoveries to unsecured creditors under a variety of stock price scenarios.
12/27/2004	C. Troyer	1.20	Reviewed and analyzed updated accrued interest schedule.
Subtotal		4.70	

26. Meetings with Debtors

12/2/2004	C. Troyer	0.80	Discussed memo regarding POR and Disclosure Statement-related comments with the Debtors' financial advisors.
12/3/2004	C. Troyer	2.20	Participated in a conference call with the Debtors to discuss comments on the POR and Disclosure Statement.
12/3/2004	S. Cunningham	2.00	Participated in call with Debtors and counsel regarding disclosure statement and plan issues.
12/8/2004	C. Troyer	2.30	Attended a meeting with the Debtors to discuss comments on the POR and Disclosure Statement.
12/14/2004	S. Cunningham	2.80	Participated in claim analysis meeting with Debtors and counsel.
12/16/2004	S. Cunningham	2.50	Participated in meeting with Debtors and counsel to review EPA claims.
12/16/2004	C. Troyer	2.20	Attended a meeting with the Debtors to discuss environmental claims.
12/27/2004	C. Troyer	0.80	Discussed accrued interest schedules with the Debtors' financial advisors.

Date	Professional	Hours	Detailed Time Description
Subtotal		15.60	
28. Special Case Issues			
12/2/2004	M. Hakoun	1.20	Monitored developments within the U.S. legislation regarding the FAIR Act and Asbestos bankruptcies.
12/7/2004	E. Ordway	0.30	Read recent article regarding asbestos litigation.
12/20/2004	E. Ordway	0.60	Read and analyzed motion regarding establishing protocol for processing/establishing asbestos claims.
Subtotal		2.10	
Total Hours		206.40	

W.R. Grace & Co.
Capstone Corporate Recovery, LLC
Expense Detail
For the Period 12/1/04 through 12/31/04

Date	Professional	Detail	Amount
Airfare/Train			
12/8/2004	C. Troyer	Train fare - meeting in NYC at K&E	\$14.00
12/9/2004	S. Cunningham	Airfare - Chicago Asbestos meeting	\$1,420.70
Subtotal - Airfare/Train			\$1,434.70
Copies			
12/31/2004		December copies - 678 @ .15 each	\$101.70
Subtotal - Copies			\$101.70
Faxes			
12/31/2004		December faxes - 15 @ 1.00 ea	\$15.00
Subtotal - Faxes			\$15.00
Parking/Tolls			
12/14/2004	S. Cunningham	Chicago- Asbestos Meeting	\$30.00
12/23/2004	S. Cunningham	Environmental meeting at K&E	\$35.00
Subtotal - Parking/Tolls			\$65.00
Scans			
12/31/2004		December scans 69 @ 1.00 each	\$69.00
Subtotal - Scans			\$69.00
Taxi			
12/14/2004	S. Cunningham	Round trip taxi to K&E and airport	\$80.00
Subtotal - Taxi			\$80.00
Telecom Charges			
12/31/2004		December Telephone - Saddle Brook Office	\$178.56
Subtotal - Telecom Charges			\$178.56

Date	Professional	Detail	Amount
For the Period 12/1/04 through 12/31/04			\$1,943.96